ALIANZA MINERALS LTD.

(Formerly Tarsis Resources Ltd.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2015

INTRODUCTION

This is Management's Discussion and Analysis ("MD&A") for Alianza Minerals Ltd. (formerly Tarsis Resources Ltd.) ("Alianza" or the "Company") and has been prepared based on information known to management as of August 28, 2015.

The MD&A is intended to complement and supplement the Company's condensed consolidated interim financial statements, but it does not form part of those condensed consolidated interim financial statements. The MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the nine months ended June 30, 2015 and the related notes and the audited consolidated financial statements for the year ended September 30, 2014 and the related notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included in those financial statements and/or this MD&A are quoted in Canadian dollars unless otherwise specified.

FORWARD LOOKING STATEMENTS

Certain sections of this MD&A provide, or may appear to provide, a forward-looking orientation with respect to the Company's activities and its future results. Consequently, certain statements contained in this MD&A constitute expressed or implied forward-looking statements. Terms including, but not limited to, "anticipate", "estimate", "believe" and "expect" may identify forward-looking statements. Forward-looking statements, while they are based on the current knowledge and assumptions of the Company's management, are subject to risks and uncertainties that could cause or contribute to the actual results being materially different than those expressed or implied. Readers are cautioned not to place undue reliance on any forward-looking statement that may be in this MD&A.

Forward looking statements that have been made in this MD&A include:

- Plans for exploration of the Company's exploration and evaluation assets;
- Impairment of long-lived assets;
- Plans or activities to be performed by optionee companies on the Company's exploration and evaluation assets;
- The progress, potential and uncertainties of the Company's exploration and evaluation assets in Mexico, Nevada, Peru and Yukon Canada.
- References to future commodity prices;
- Budgets or estimates with respect to future activities;
- Estimates of how long the Company expects its working capital to last;
- Expectations regarding the ability to raise capital and to continue its exploration and development plans on its properties; and
- Management expectations of future activities and results.

ADDITIONAL INFORMATION

Financial statements, MD&A's and additional information relevant to the Company and the Company's activities can be found on SEDAR at www.SEDAR.com and/or on the Company's website at www.tarsis.ca.

SUMMARY AND OUTLOOK

On April 29, 2015, Alianza acquired all of the issued and outstanding common shares of Alianza Holdings Ltd. (formerly Estrella Gold Corporation, "Estrella") by way of a court-approved plan of arrangement (the "Arrangement") under the *Business Corporations Act* (British Columbia). Under the terms of the Arrangement each Estrella shareholder received one Alianza common share for each Estrella common share, on a pre-consolidation basis. Estrella is now a wholly-owned subsidiary of Alianza.

In connection with the Arrangement and immediately upon completion thereof, Alianza effected a consolidation of its issued share capital on a ten old shares for one new share basis and changed its name from "Tarsis Resources Ltd." to "Alianza Minerals Ltd."

Alianza is a prospect generator focused on the Americas, particularly the Cordilleran regions that characterize western North and South America. As a prospect generator, the goal of Alianza is to acquire mineral exploration and evaluation assets (Mineral Properties) on attractive terms, add value through early stage exploration and then vend or option some or all of a value-added Mineral Property to a third party explorer for further advancement.

The Company may receive cash or share consideration at the time of the option agreement or during the term of the option agreement. In addition, the Company normally retains an ownership interest in the Mineral Property and a royalty on potential future production.

The environment for junior resource companies has been challenging for many months and it is anticipated that recovery of the sector may take many more months. We evaluate our projects on a regular basis using criteria that include political environment, relative cost of exploration, seasonality and type of mineral. As a result of our review, we may from time to time add or drop the Mineral Properties.

The Company believes that with the Arrangement with Estrella, the Company has positioned itself well as a prospect generator due to the following:

- Broad base of projects in Peru, Nevada, Mexico and Yukon;
- Flexibility to acquire new projects in the Americas as opportunities arise;
- Management team proficient at leveraging early stage exploration with junior and major company partners; and
- Tight share structure backed by several strategic shareholder groups.

In conjunction with the Arrangement, Alianza raised $750,000 by way of a financing ("Financing") and issued 3 million subscription receipts at a price of $0.25 each (the "Subscription Receipts"). Upon closing of the Arrangement, each Subscription Receipt automatically converted into units consisting of one Alianza common share on a post-consolidation basis ("Alianza Share") and one Alianza common share purchase warrant on a post-consolidation basis ("Alianza Warrant"), with each Alianza Warrant allowing the holder to buy one additional Alianza Share at a price of $0.40 for a period of 3 years. A finder's fee of $1,500 cash and 6,000 finder's warrants (the "Finder's Warrants") was paid to Redplug Capital Corporation in connection with the Financing. Each Finder's Warrant allows the holder to buy one Alianza Share at a price of $0.25 for a period of 1 year. All securities have a 4-month hold period expiring August 29, 2015.

The gross proceeds of the Financing are used for the Company's working capital, general corporate expenses and to undertake further early stage exploration in certain Nevada, Mexico and Peru properties, and for generating new projects.

For the 2015 fiscal year, the Company has continued to monitor its cash very closely and is focusing on key objectives to improve shareholder value. The Company intends to raise more funds either through exploration partnership agreements or with additional private placements in fiscal 2015.

Additional Mineral Property information, including 2015 activity, can be found in Section 3 and more detailed Mineral Property information can be found on the Company's website at www.alianzaminerals.com.

Management's overall expectations for the Company are positive, due in part to the following factors:

- The recent merger with Estrella to form Alianza;
- The Company and Alamos Gold Inc. ("Alamos") signed an agreement with Compañía de Minas Buenaventura S.A.A. ("Buenaventura") to assign Buenaventura the right to explore and develop the Pucarana gold property in Peru for a 3% net smelter royalty where the Company's net interest is 1.08%.
- The Company continues to work with Cliffs Natural Resources Exploration Inc. ("Cliffs") to determine the best option is for the Yanac property in Peru.
- The Company is focusing its exploration on gold, silver and copper due to management's expectation of increasing gold, silver and copper prices; and
- The Company is working towards negotiating additional ventures on its existing portfolio of properties; and
- Management continues its efforts to build the project portfolio through grassroots generative initiatives as well as project acquisitions.

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1. Background

Alianza was incorporated in Alberta, Canada, on October 21, 2005 under the *Business Corporations Act of Alberta*, changed its name on June 17, 2009 to "Tarsis Resources Ltd." and further changes its name to "Alianza Minerals Ltd." on April 29, 2015.

The Company was listed and began trading on the TSX Venture Exchange ("TSX") as a Capital Pool Company ("CPC") under Exchange Policy 2.4 on March 1, 2006 under the symbol "TCC". On July 23, 2007, the Company completed a Qualifying Transaction and moved from being a CPC to an operating exploration company. On April 29, 2015, the Company completed the Arrangement with Estrella and began trading under the symbol "ANZ". Historical information on the formation of the Company and the Company's Arrangement can be found on the Company's website www.alianzaminerals.com or on SEDAR at www.sedar.com.

2. Overview

2(a) Company Mission and Focus

As a prospect generator, the Company's goal is to identify, acquire and exploit properties with gold, silver and copper mineralization. With the completion of the Arrangement, the Company focuses on the Americas, particularly the Cordilleran regions that characterize western North and South America, with properties in Peru, Mexico, Nevada USA and Yukon Canada.

The goal is to acquire and/or generate good mineral prospects, add value to those prospects through preliminary exploration efforts, and then either vend them to 3rd parties or option them to partners who will fund further exploration in order to earn a partial interest in the prospects. An acquisition of a prospect can be the outright purchase of a property or it can be as a result of generative exploration efforts. Generative exploration consists largely of prospecting, target reconnaissance and the staking of claims that the Company's geological team considers viable targets to meet the Company's prospect generator exploration criteria.

The Company's key indicators of success are: (1) Acquisition of properties with potential merit for exploration, option and partner agreements, (2) Exploration or definition of properties such that they are more attractive to potential exploration partners and (3) Exploration partner/option agreements.

2(b) Qualified Person

Jason Weber, BSc., P.Geo and Marc G. Blythe, MBA, P.Eng., are the Qualified Persons as defined under National Instrument 43-101 responsible for the technical disclosure in this document. Mr. Weber is the President and Chief Executive Officer of Alianza and Mr. Blythe is the Chief Operating Officer of Alianza.

Mr. Weber and Mr. Blythe together prepared the technical information contained in this MD&A.

2(c) Description of Metal Markets

Gold and silver prices have remained above their long term averages, albeit with high levels of volatility. Market interest in gold exploration is currently stronger than for base metals.

Market interest in exploration for copper, zinc and lead is increasing. The Company will continue to monitor its resources relative to its opportunities during the fiscal year.

2(d) Use of the terms "Mineral Resources" and "Mineral Reserves"

Any reference in this MD&A to Mineral Resources does not mean Mineral Reserve.

A Mineral Reserve is the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource.

3. Mineral Properties

The Company has properties in Peru, Mexico, Nevada USA and Yukon Canada. The following is a brief description of the Mineral Properties owned by the Company.

3(a) Peru

i. *Yanac*

Yanac property is located in Chincha region of the department of Ica, south-central Peru. It was acquired by the Company's wholly-owned subsidiary Estrella through concession applications in April 2011 within the Strategic Exploration Alliance with Cliffs Natural Resources Exploration Inc., a wholly owned subsidiary of Cliffs Natural Resources Inc. (NYSE: CLF) ("Cliffs"). The Yanac Property contains 5,200 hectares of mineral lands which host a large zone of outcropping copper mineralization, extending 800 meters (N-S) by 400 meters (E-W).

On February 27, 2013, Cliffs and Estrella entered into a joint venture in respect of the Yanac property. Cliffs and Estrella each now hold a 50% interest in the property, and Cliffs was required to spend a firm commitment of US$500,000 in year one on exploration or payment to Estrella, with an additional US$250,000 (not firm) to a total of US$750,000 to maintain Cliffs' interest beyond year one. Cliffs met the US$750,000 commitment by December 31, 2013.

Cliffs can acquire an additional 20% interest in the Yanac property, to a total 70% interest, by spending a minimum of US$4,000,000 (including the above mentioned US$750,000) and completing 3,000 meters of drilling by February 27, 2017. If Cliffs fails to acquire the additional 20%, 100% of the property reverts to Estrella, subject in certain circumstances to a potential NSR royalty in favor of Cliffs. Upon earning 70%, Cliffs can acquire an additional 10% interest in the Yanac property, to a total 80% by completing an NI 43-101 Compliant Pre-Feasibility Study or by defining a compliant Inferred Mineral Resource containing a minimum of 1,000,000 ounces of gold or gold equivalent, within four years of earning its 70% interest. If Cliffs elects not to earn an additional 10% interest, Cliffs will pay Estrella US$2,000,000 within 60 days and the parties will fund their proportional interest, subject to conventional dilution. If either party's interest in the Yanac property is reduced to 10% or less, that interest will be converted to a 2% NSR royalty.

On November 7, 2013, Estrella announced that exploration work has begun on the Yanac property in October 2013 by Cliffs. Geologically, the property is comprised of a coarse-grained granodiorite (J-K Coastal Batholith) which has been intruded by more felsic, copper-bearing, hypabyssal dikes and plugs. In 2013, geological teams conducted detailed and reconnaissance geological mapping, geochemical sampling and an Induced Polarization survey. Cliffs has suspended drill permitting activities on the Yanac property and is considering its next step with respect to the project.

As of June 30, 2015, Cliffs had spent a total of US$1,799,679 on the Yanac property.

ii. *Pucarana*

The Pucarana Gold project contains 1,889 hectares of land located in the Orcopampa Silver-Gold District of Peru. The property is located between Buenaventura Mines' Poracota Mine and Chipmo Mine, indicating that the district contains very significant potential for additional mineralization. Pucarana contains gold and silver mineralization hosted in quartz vein zones, and associated with favourable epithermal alteration zones.

On May 7, 2007, Estrella entered an Option Agreement with Esperanza Resources Corporation ("Esperanza") whereby Esperanza could earn up to a 60% interest in the Pucarana Gold project.

On November 23, 2011, Estrella announced that Esperanza notified Estrella that it met its Stage 1 obligations, earning a 51% interest in the Pucarana Gold Project. Esperanza was subsequently acquired by Alamos Gold Inc. ("Alamos"), which continued to manage and operated under the Option Agreement dated May 7, 2007 and further diluted Estrella's interest to 36%. A separated entity Pucarana S.A.C. was established to hold this property on March 25, 2014 with Estrella owning 36%, Alamos owning 60% and Gallant Minerals Ltd. owning 4%.

On May 22, 2015, the Company's 36% owned subsidiary, Pucarana S.A.C. signed an Assignment Agreement with Compania de Minas Buenaventura S.A.A. ("Buenaventura") whereby Pucarana S.A.C. assigns to Buenaventura the rights to the Pucarana property. In consideration, Buenaventura grant a 3% NSR royalty to Pucarana S.A.C. that is then distributed as to 60% to Alamos (1.8% NSR), 36% to Estrella (1.08% NSR) and 4% to Gallant Minerals Ltd (0.12% NSR).

iii. *Isy*

The property contains 3,100 hectares located in the Department of Ayucucho. The target was identified based on regional analysis of LANDSAT alteration anomalies, structural geology, and regional metallogenic studies and was acquired in 2010. The property contains Miocene volcanic rocks, containing extensive epithermal alteration. Estrella has completed initial reconnaissance mapping and sampling which has confirmed the presence of anomalous gold values in two locations, with associated highly anomalous epithermal-suite metals (Sb, As, Ag).

iv. *Others – La Estrella*

La Estrella contains 1,200 hectares located 130 km south of Huancayo in the Department of Huancavelica.

The Company is actively looking for ways to advance this property in Peru, along with Isy, to joint-venture ready status or option them out.

3(b) Mexico

On July 23, 2007, the Company purchased from Almaden Minerals Ltd. ("Almaden") the Erika property, along with 4 other existing properties in Yukon. The Erika property is located in Guerrero State, Mexico, south of Mexico City. Almaden has a 2% NSR royalty on future production from mineral claims purchased from them.

On June 10, 2013, the Company purchased from Almaden five properties in Mexico and two properties in Nevada USA by issuing 400,000 common shares (post 10:1 share consolidation) at a price of $0.55 per share to Almaden on July 25, 2013. Almaden also retains a 2% Net Smelter Return ("NSR") royalty on future production on all these properties.

- Yago

- Gallo de Oro *(this is part of the Yago property)*
- San Pedro
- Mezquites
- Llano Grande

In addition, areas of influence have been outlined in Mexico, where Almaden has provided its proprietary data and concepts to the Company. In return, the Company will issue 20,000 shares (post 10:1 share consolidation) to Almaden for each new property acquired within the area of influence. The Company will issue a further 80,000 shares (post 10:1 share consolidation) to Almaden upon the first time disclosure of a mineral resource on each and any of the new properties.

The value of the 400,000 common shares (post 10:1 share consolidation) issued to Almaden on acquisition of these seven properties was allocated amongst the properties on a pro-rata basis, based on Almaden's total capitalized carrying value of the properties immediately preceding transfer.

In July 2015, the Company reduced the size of the Mezquites property and dropped the Llano Grande property.

i. Yago

The Yago property is located 50 km north of Tepic, the state capital of Nayarit.

On October 2, 2013, the Company announced exploration and assay results from Yago property. During August 2013, a focused orientation was conducted at two historical locations referred to as La Tejona and La Sarda within the central and northern parts of the property, respectively. At both sites, previously reported vein zones were re-exposed and channel samples were collected using a diamond blade rock saw.

Highlights from within broadly mineralized intervals from the sawn channel sampling include:

- 13.65 g/t gold and 57.4 g/t silver across 0.37 m at La Tejona
- 10.40 g/t gold and 92.5 g/t silver across 0.52 m at La Sarda

On May 5, 2014, the Company announced that it has carried out further exploration at its Yago project, including sawn channel sampling of outcrop, mapping and rock and soil sampling. Assay results include:

- 8.90 m grading 4.12 g/t gold and 32.8 g/t silver, including;
- 3.00 m grading 11.10 g/t gold and 31.6 g/t silver, which in turn includes;
- 1.35 m grading 22.34 g/t gold and 36.5 g/t silver

On July 17, 2014, the Company provided an update on its continued exploration at the Yago project.

Mapping and Sampling
Preliminary mapping and sampling has been carried out along the La Tejona Trend, over approximately 1,600 m, primarily focusing on historically documented outcrops with little to no recorded sample data. Mapping and prospecting has identified at least four different structural orientations within the trend.

In the central and southern portions of the La Tejona Trend, the main structural zones are marked by a series of parallel high-level opalescent silica boulder trains with lesser crustiform banded silica and hematitic breccias. The best exposures occur within the highest elevation portions of the ridge system defining the structural trend. Two main silica trains are apparent ranging from tens of cm thick to roughly 10 m thickness. They are approximately 100 m apart and have been traced along strike intermittently for 550 m. Narrower veins, less than a meter in thickness, occur between the two main zones and on either side. Significant results from samples collected along a 400 m portion of the trend are tabulated below.

Table I – Significant Results from La Tejona Prospecting

Main Structure	Secondary Structure	Chip Sample (Y/N)	Thickness (m)	Au (g/t)	Ag (g/t)
Q346339		Y	0.40	**12.70**	96
Q346329		Y	0.35	**14.60**	100
Q346340		Y	0.35	**6.31**	59
	Q346341*	Y	0.03-0.10	1.57	44
	Q346334	Y	0.08	**3.79**	-
	Q346333	N	0.35	**3.53**	52
Q346335		N	0.20	1.84	88
Q346336		N	0.25	1.32	74
Q346337		Y	1.25	0.65	-
Q346338		Y	1.25	1.00	32
	Q346322	Y	0.15	**3.77**	692

* Compilation of 8 veins collected across 15 m section of old trench

Deep pit soil sampling at the south-western end of the La Tejona Trend in an area referred to as the Florencio Zone identified highly elevated gold values, ranging from 96 ppb to 499 ppb (0.499 g/t gold) and averaging 289 ppb from seven contiguous pits. The pits were excavated at roughly 10 m spacing across a 160 m section interpreted to coincide with the buried southern extension of the central gold-bearing La Tejona structural zone.

The Florencio Zone is situated at a similar elevation to the Caliente Zone 1,600 m to the northeast. Samples of high-level silicification were collected from insitu and locally weathered material approximately 30 m and 180 m along strike to the northeast, respectfully. The nearest exposure to the Florencio Zone was identified in a road cut and consists of 0.45 m of opalescent silica and hematized clay altered andesite within a northerly trending vertical structure. A channel sample across the exposure returned 0.66 g/t Au. Similar material sampled in an earlier program across a 6 m portion of a 15 m wide boulder train 150 m to the northeast, yielded 0.42 g/t Au.

A new discovery was made while prospecting east of the La Tejona Trend in an area where no previous work has been documented. The Vaca Blanca Zone is located approximately 800 m east of the central La Tejona Trend and is defined by a series of massive high-level silicification boulder trains approximately 5 to 7 m wide within a low lying field. Smaller zones of crustiform banded quartz material and lesser hematized breccia material are also observed among the boulder trains. One sample of silica-clay altered material with localized hematized breccia and minor dark bands returned **6.31 g/t gold and 58.9 g/t silver**.

Diamond Drilling

At the Caliente Zone, previously reported work by the Company identified high-grade gold and silver samples, including **8.9 m of sawn channel sample grading 4.12 g/t gold and 32.8 g/t silver.** To test the geological continuity of this zone and ore shoot potential beneath the surface sawn channel sampling, the Company completed a seven hole, 663 m diamond drill program. The holes tested an 85 m section of the Caliente Zone to a depth of approximately 100 m vertical.

The Caliente Zone consists of a coherent zone of silicification containing crustiform and coliform banded textures along with extensive multiphase brecciation. Minor banded sulphide is present, comprising galena, sphalerite, pyrite and lesser chalcopyrite. The zone was intercepted as predicted in all holes and its drilled intervals ranged from 7.33 m to 17.09 m (true thicknesses are approximately 70 to 90% of the drilled intervals). Anomalous gold and silver values were detected in all holes; however the target intervals did not pierce ore shoot mineralization associated with the sawn channel sampling. Hole CZDD14-03 intercepted **1.42 m grading 0.5 g/t gold and 25.5 g/t silver** from 48 m depth.

Additional information can be found on the Company's website at www.alianzaminerals.com.

As of June 30, 2015, the Company had spent $472,908 on advancing this property to joint-venture ready status.

ii. Others – San Pedro, Mezquites, Erika

The Company is actively looking for ways to advance these properties to joint-venture ready status or option them out.

3(c) USA

On January 27, 2015, the Company announced that it signed a binding agreement to acquire eight gold properties in Nevada, USA from Sandstorm Gold Ltd. ("Sandstorm") by issuing 150,000 shares (post 10:1 share consolidation) to Sandstorm and granting a new smelter returns royalty ranging from 0.5% to 1.0%. The Company also granted Sandstorm a right of first refusal on any future metal streaming agreements on these properties.

- Ashby
- Bellview
- Columbia
- East Walker
- Fri Gold
- Horsethief
- Hot Pot
- Kobeh

The acquired properties were originally held by Nevada Eagle Resources LLC ("NER"), a private company controlled by Mr. Jerry Baughman, a well-known and respected Nevada geologist. In 2007, NER was acquired by Gryphon Gold Corporation ("Gryphon"), a Canadian listed exploration company and in 2010, Fronteer Development Group Inc. ("Fronteer") acquired NER from Gryphon.

In a subsequent transaction, Fronteer sold ten properties (including those being acquired by the Company) to Bridgeport Gold Inc. ("Bridgeport") in a stock transaction then valued at $4.75 million. In 2012, Bridgeport merged with Premier Gold Mines Ltd. ("Premier") and in 2013, Sandstorm acquired the Bridgeport assets through its acquisition of Premier Royalty Inc., in which they were held.

In August 2015, the Company reduced the size of each of the Ashby, Bellview, Columbia, East Walker, Fri Gold and Horsethief properties and dropped the Hot Pot property.

An extensive data set provided to the Company documents the evaluation, geological work, permitting and drilling that has been carried out on these properties by both Bridgeport and Fronteer. The following section describes each property and summarizes exploration results to date:

i. *Ashby*

The Ashby property is located in Mineral County, near Hawthorne. The claims cover mesothermal gold-bearing quartz veins within the Jurassic Dunlap Formation.

Historic production of 9,000 ounces is reported from the 1930's and several hundred ounces per year during the 1980's and 1990's. Vein widths range from 15 centimeters to 1.8 meters and gold grades are reported from sub-gram to multi-ounce intervals. The property has had very limited modern exploration.

A 2% NSR is payable to NER and a 1% NSR is payable to Sandstorm on production from the property.

ii. *Bellview*

The Bellview property is located in White Pine County, near the Bald Mountain Gold Mine which is owned and operated by Barrick Gold Corp. ("Barrick"), along the Carlin – Alligator Ridge Trend. Bellview features a geological setting prospective for Carlin style gold mineralization. Drilling by Teck Resources Inc. and others in the 1980's identified a small gold resource of 819,000 tons (743,000 tonnes) grading 0.0388 ounces per ton (opt) (1.33 g/t) gold for a contained 31,800 ounces using a cutoff grade of 0.01 opt (0.34 g/t). This resource predates the implementation of NI 43-101 and the Company does not consider this resource as current. Insufficient work has been carried out by the Company to confirm this resource and it should not be relied upon.

Later work by Fronteer identified four additional undrilled targets, primarily defined by gold-in-soil geochemical anomalies, including one which features gold-bearing silicified jasperoid breccias. One sample collected from this target reportedly returned an assay of 1.22 g/t gold. Geologically, this target is inferred to represent the interface between the Hamburg and Dunderburg Formations where potential gold deposition has been postulated by Nevada geologists in the past.

At Bald Mountain, gold has been discovered and mined from multiple stratigraphic horizons and Barrick reported reserves of 2.5 million ounces of gold at 31 December 2013.

Upon production from the property, some of the claims on the property have a 3% NSR to NER and Fronteer and a 0.5% NSR to Sandstorm; while some of the other claims on the property have a 2% NSR to Fronteer with a 1% NSR to Sandstorm, and the remaining claims have a 1% NSR to Sandstorm.

iii. *Columbia*

The Columbia property is located in Humboldt County, approximately 160 kilometers northwest of Winnemucca. Gold has been identified in quartz veins associated with arsenopyrite. The main Columbia vein appears continuous over more than one kilometer and appears to intersect a circular feature inferred by a previous operator to be a subsided caldera.

Homestake Mining Company reportedly drilled three diamond drill holes on the property. The first hole pierced underground workings while the second hole intersected 3.0 meters grading 9.60 g/t gold. The third hole intersected 0.4 meters grading 14.40 g/t gold and 0.4 meters further downhole, an additional 0.3 meters grading 17.82 g/t gold.

A 2% NSR is payable to NER and a 1% NSR is payable to Sandstorm on production from the property.

iv. *East Walker*

The East Walker property is located in Lyon County, west of Hawthorne. The geology is prospective for high-sulphidation epithermal gold mineralization. Outcrop mapping identified pyrite-rich breccias and vuggy silica intermittently over an area of 600 meters by 200 meters. Soil samples collected by prior operators reportedly range from below detection to 0.93 g/t gold, coincident with the area of prospective geology. Montmorillonite, a hydrothermal clay alteration mineral, has historically been mined from locations near the property.

Prior operators carried out reverse circulation drill programs during the 1980's and 1990's and although anomalous gold was detected, results were generally poor. Recognition of the zoned nature of the alteration in these types of systems appears to have been lacking in prior efforts.

A 2% NSR is payable to NER from production from some claims on the property and a 1% NSR is payable to Sandstorm from all the claims on the property.

v. *Fri Gold*

The Fri Gold property is located in Nye County, northwest of Tonapah. The exploration target on the property is a gold-bearing porphyry system and/or epithermal vein system. A copper/molybdenum bearing granodiorite intrusion has been explored by prior operators, however results were disappointing.

A 1972 drill hole reportedly returned 18.9 meters grading 3.32 g/t starting 250 meters downhole; however, a subsequent operator twinned the hole and could not replicate the results. A series of vertical holes drilled by Noranda in 1986 identified wide intervals of sub-gram gold, including Hole Roy 86-03 which reportedly returned 0.68 g/t gold over 13.7 meters.

A 2% NSR is payable to NER and a 1% NSR is payable to Sandstorm on production from the property.

vi. *Horsethief*

The Horsethief property is located in Lincoln County, northeast of Pioche. The exploration target on this property is Carlin style gold mineralization. At Horsethief, the country rocks are limestones and siltstones assigned to the Mendah Formation and mineralization appears to be associated with a fault controlled horst block of Cambrian sediments within Tertiary (Mt Wilson) volcanics.

Work by prior operators included sampling hematite-rich jasperoid breccia outcrops that reportedly returned gold assays ranging from below detection to 21.94 g/t gold. Barite and fluorite are noted in the geological reports and a prior operator completed 4,200 meters of rotary drilling in 1984. Numerous shallow sub-gram gold intervals are reported over tens of meters from the drill program. Controls on mineralization appear to be poorly understood at this time.

A 2% NSR is payable to NER on production from some claims on the property and a 1% NSR is payable to Sandstorm from all the claims on the property.

vii. *Kobeh*

The Kobeh property consists of 37 claims (335 hectares) located in Eureka County, near Eureka. The property lies on the Battle Mountain – Eureka Trend. The exploration target on this property is Carlin style gold mineralization. The property geology consists of shallow pediment cover over Mississippian Webb and Ordovician Vinini Formation rocks similar to those on the adjacent and better known Afghan property.

Limited drilling by Cominco on and near the property in 1996 reportedly returned weakly anomalous gold assays in association with arsenic, antimony and mercury.

A 3% NSR is payable to NER and a 0.5% NSR is payable to Sandstorm on production from the property.

On June 10, 2013, the Company purchased from Almaden two properties in Nevada, USA and five properties in Mexico by issuing 400,000 common shares (post 10:1 share consolidation) at a price of $0.55 per share to Almaden on July 25, 2013. Almaden also retains a 2% NSR royalty on future production on all these properties.

- BP

- Black Jack Springs ("BJS")

In addition, areas of influence have been outlined in Nevada, where Almaden has provided its proprietary data and concepts to the Company. In return, the Company will issue 20,000 shares (post 10:1 share consolidation) to Almaden for each new property acquired within the area of influence. The Company will issue a further 80,000 shares (post 10:1 share consolidation) to Almaden upon the first time disclosure of a mineral resource on each and any of the new properties.

In August 2015, the Company reduced the size of the BP property and dropped the BJS property.

viii. _BP_

On September 18, 2013, the Company announced exploration results from the BP property. The BP property is being explored for Carlin-style gold mineralization within the southern Carlin Trend between the Rain and Bald Mountain deposits.

Prospecting and outcrop sampling carried out by the Company has identified gold-bearing jasperoid breccia samples with grades ranging from below detection to 247 ppb gold. The most significant of these samples occur intermittently along an 850 meter linear trend believed to coincide with a series of high-angle faults providing conduits for Carlin-style gold bearing fluids.

Geochemistry
A variety of jasperoid is present at BP and some styles are altered but unmineralized. Jasperoid with anomalous gold values feature elevated Carlin-style pathfinder elements which include arsenic, thallium, mercury and antimony. The most significant gold-bearing samples are shown below accompanied by anomalous key Carlin-style pathfinder elements.

Sample	Gold (ppb)	Arsenic (ppm)	Thallium (ppm)	Mercury (ppm)	Antimony (ppm)
L993072	247	125	14.6	2.6	87
L995588	191	224	0.9	3.6	60
L995589	162	256	1.0	4.5	66
L995353	77	1,490	18.2	26.7	339

During 2013, the Company collected 144 rock samples from the property in addition to 232 infill and grid expansion soil samples. Anomalous gold-in-soil values range from 5 ppb to a maximum of 34.9 ppb and are coincident with the gold-bearing jasperoid samples listed in the table above.

Stratigraphy/Structure
Detailed geological mapping by the Company and a cursory inspection by a local Great Basin specialist identified a sequence of upper Silurian to early Mississippian clastic and carbonate rocks of which at least four sub-units are believed to host gold mineralization elsewhere within the southern Carlin Trend.

Structural mapping has identified a network of high-angle normal faults that are associated with highly silicified carbonate and/or jasperoid. Intense jasperoid development occurs at the intersection of NNW, E and NE striking high-angle fault zones.

A simplified structural interpretation of the BP property consists of a series of large horst and graben fault blocks that have down-dropped younger siliciclastic units against older carbonate stratigraphy. All stratigraphy is believed to be upright.

A broad open syncline occurs within a large fault block located in the northeast part of the property and some of the higher gold-bearing jasperoid development occurs within the hinge zone of the syncline.

The Company is actively looking for ways to advance all the Nevada properties to joint-venture ready status or option them out.

3(d) Canada

i. *White River*

During the 2010 fiscal year, the Company acquired and named the White River Property through the staking. Currently, White River consists of 335 claims covering approximately 7,000 hectares. The property is located at the western end of the Nisling Range, within the Tintina Gold Province. It is situated 11 kilometers north of Koidern, a minor settlement on the paved, all weather Alaska Highway. The Alaska Highway can be seen from the property.

During 2013 there was a court decision in the Yukon Territory supporting the White River First Nation's ("WRFN") assertion that the Yukon Government did not properly consult the WRFN on issuing a drilling permit on the Project. The Company will continue to work with the Yukon Government and the WFRN in a limited manner.

The Company believes it has behaved appropriately, responsibly and in accordance with all legal and regulatory requirements in its dealings with both First Nations regarding the White River property. On July 5, 2013, Justice Vale of the Supreme Court of Yukon supported the WRFN which indicates to the Company that there is work to be done between the Yukon Government and the WRFN with respect to defining a mutually acceptable consultation process.

ii. *Others – Goz Creek, MOR, Tim and Prospector Mountain*

On July 23, 2007, the Company purchased from Almaden certain properties in Yukon and one property in Mexico (Erika) and Almaden has a 2% NSR royalty on future production from these mineral claims:

- Goz Creek – located 180 kilometers north east of Mayo, Yukon.
- MOR – located 35 kilometers east of Teslin, Yukon and is 1.5 kilometers north of the paved Alaska Highway.
- Tim – located 72 kilometers west of Watson Lake, Yukon and 12 kilometers northeast of the Silvertip/Midway deposit.

On June 10, 2008 the Company signed another agreement with Almaden to acquire a 100% interest in the Prospector Mountain gold-silver-copper property, located in central Yukon. The Company issued 10,000 fully paid common shares (post 10: 1 share consolidation) to Almaden and made a cash payment of $30,000 for a 100% interest in the property. Almaden will retain a 2% net smelter royalty (NSR) over any minerals produced from the property, however, half of the NSR may be purchased by the Company at any time after the production commences for fair value as determined by an independent valuator. The Company will also issue to Almaden 50,000 fully paid common shares (post 10:1 share consolidation) upon receipt of a positive bankable feasibility study for the property.

On September 9, 2009 the Company acquired a 100% interest in the Highway property from Strategic Metals Ltd. ("Strategic"). The Company has granted Strategic a 2% NSR royalty on any future production from the mineral claims acquired from them. The Company has incorporated the Highway property as an expansion to the MOR property. In March 2014, the Highway property expired.

The Company is actively looking for ways to advance all these properties in Yukon to joint-venture ready status or option them out.

ALIANZA Minerals Ltd

Exploration and Evaluation Assets for the period ended June 30, 2015

	Mexico		USA		Peru		Canada	
	Yago	Others	East Walker	Others	Yanac	Others		Total
Balance at September 30, 2014	**$ 422,415**	**$ 2,307,486**	**$ -**	**$ 181,993**	**$ -**	**$ -**	**$ 1,174,169**	**$ 4,086,063**
Additions during the period								
Acquisition costs:								
Holding	113,081	(43,996)	-	6,036	-	33,258	-	108,379
Property acquisition	-	-	7,500	52,500	-	-	-	60,000
Acquired through plan of arrangement	-	-	-	-	476,397	476,398	-	952,795
	113,081	(43,996)	7,500	58,536	476,397	509,656	-	1,121,174
Exploration expenditures:								
Camp, travel and meals	9,338	-	-	-	-	-	-	9,338
Community relations	-	(604)	-	-	-	-	-	(604)
Drilling	(70,575)	31,007	-	-	-	-	-	(39,568)
Field supplies and maps	1,769	94	-	-	-	-	-	1,863
Geochemical	-	-	-	-	-	-	-	-
Geological consulting	300	-	366	5,072	-	202	-	5,940
Ground geophysics	-	(165)	-	-	-	-	-	(165)
Legal	-	-	377	2,639	-	-	-	3,016
Licence and permits	-	-	-	-	-	-	-	-
Office and administrative fees	-	-	-	-	-	(909)		(909)
Rent	1,446	605	-	-	-	-	-	2,051
Reporting, drafting, sampling and	-	-	-	2,126	-	-	-	2,126
	(57,722)	30,937	743	9,837	-	(707)	-	(16,912)
Less:								
Write-down of properties	(4,866)	(366,960)	-	-			-	(371,826)
Net additions	50,493	(380,019)	8,243	68,373	476,397	508,949	-	732,436
Foreign currency translation	-	(21,861)	-	-	1,931	17,208	-	(2,722)
Balance at June 30, 2015	**$ 472,908**	**$ 1,905,606**	**$ 8,243**	**$ 250,366**	**$ 478,328**	**$ 526,157**	**$ 1,174,169**	**$ 4,815,777**

4. Risks and Uncertainties

The Company is engaged in the exploration for mineral deposits. These activities involve significant risks which even with careful evaluation, experience and knowledge may not, in some cases, be eliminated. The Company's success depends on a number of factors, many of which are beyond its control. The primary risk factors affecting the Company include inherent risks in the mining industry, metal price fluctuations and operating in foreign countries and currencies.

Inherent risks within the mining industry

The commercial viability of any mineral deposit depends on many factors, not all of which are within the control of management. Some of the factors that will affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure and use, environmental protection and reclamation and closure obligations could also have a profound impact on the economic viability of a mineral deposit.

Mining activities also involve risks such as unexpected or unusual geological operating conditions, floods, fires, earthquakes, other natural or environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or for other reasons. The Company does not currently maintain insurance against political or environmental risks. Should any uninsured liabilities arise, they could result in increased costs, reductions in profitability, and a decline in the value of the Company's securities.

There is no assurance at this time that the Company's current mineral properties will be economically viable for development and production.

Prices for gold and other commodities

Metals prices are subject to volatile price fluctuations and have a direct impact on the commercial viability of the Company's exploration properties. Price volatility results from a variety of factors, including global consumption and demand for metals, international economic and political trends, fluctuations in the US dollar and other currencies, interest rates, and inflation. The Company has not hedged any of its potential future gold or other metal sales. The Company closely monitors gold prices as well as other metal prices to determine the appropriate course of action to be taken by the Company.

Foreign currency risks

The Company uses the Canadian dollar as its measurement and reporting currency, and therefore fluctuations in exchange rates between the Canadian dollar and other currencies may affect the results of operations and financial position of the Company. The Company does not currently have any foreign currency or commercial risk hedges in place.

The Company raises the majority of its equity financings in Canadian dollars while foreign operations are predominately conducted in Peruvian soles, Mexican pesos and US dollars. Fluctuations in the exchange rates between the Canadian dollar, US dollar, Mexican pesos and Peruvian soles may impact the Company's financial condition.

Risks Associated with Foreign Operations

The Company's investments in foreign countries such as Peru, Mexico and USA carry certain risks associated with different political, business, social and economic environments. The Company is currently evaluating gold and other commodities in Peru, Mexico and USA, but will undertake new investments only when it is satisfied that the risks and uncertainties of operating in different cultural, economic and political environments are manageable and reasonable relative to the expected benefits.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance and regulatory characteristics of property rights in certain foreign countries. Access to mineral properties also involves certain inherent risks due to the change in local ranchers and land owners.

Future government, political, legal or regulatory changes in the foreign jurisdictions in which the Company currently operates or plans to operate could affect many aspects of the Company's business, including title to properties and assets, environmental protection requirements, labor relations, taxation, currency convertibility, repatriation of profits or capital, the ability to import necessary materials or services, or the ability to export produced materials.

The exploration of mineral resources in Peru, Mexico and USA is subject to a comprehensive review, approval and permitting process that involves various federal, state and local agencies. There can be no assurance given that the required approvals and permits for a mining project, if technically and economically warranted, on the Company's claims can be obtained in a timely or cost-effective manner. The Peru, Mexican or US government may enact a law requiring royalties on minerals produced from federal lands, including unpatented claims.

Competition

The Company competes with larger and better-financed companies for exploration personnel, contractors and equipment. Increased exploration activity has increased demand for equipment and services. There can be no assurance that the Company can obtain required equipment and services in a timely or cost-effective manner.

Financing

All of the Company's short- to medium-term operating and exploration cash flow have been derived from external financing. Should changes in equity-market conditions prevent the Company from obtaining additional external financing in the future, the Company will review its exploration-property holdings and programs to prioritize project expenditures based on funding availability.

5. Impairment of Long-lived Assets

The Company completed an impairment analysis as at June 30, 2015, which considered the indicators of impairment in accordance with IAS 36, "Impairment of Assets". Management concluded that no further impairment charges were required other than those already taken because:

- there have been no significant changes in the legal factors or climate that affects the value of the properties;
- all property rights remain in good standing;
- there have been no significant changes in the projections for the properties;
- exploration results are generally positive;
- the Company intends to continue its exploration and development plans on its properties or seek optionees/partners for future exploration of its properties.

6. **Material Financial and Operations Information**

6(a) Selected Annual Financial Information

The following selected annual financial information has been derived from the last three audited financial statements of the Company, which have been prepared in accordance with IFRS. All dollar amounts are expressed in Canadian dollars.

	Year Ended September 30, 2014	***Year Ended September 30, 2013***	***Year Ended September 30, 2012***
General and administrative expenses	$ 645,579	$ 578,669	$ 900,146
Write-off of exploration and evaluation assets / Impairment allowance	3,439,175	704,581	-
Loss for the year	4,118,039	1,316,658	1,320,376
Basic and diluted loss per share	0.08	0.03	0.04
Total assets	4,327,326	7,248,052	8,374,505
Total long-term financial liabilities	532,000	497,000	460,000
Cash dividend declared – per share	N/A	N/A	N/A

6(b) Summary of Quarterly Results

The following is a summary of the Company's financial results for the last eight quarters:

	Three months ended			
	June 30, 2015	March 31, 2015	December 31, 2014	September 30, 2014
Total Revenues	$ -	$ -	$ -	$ -
Loss before other items	$ 438,360	$ 184,835	$ 97,826	$ 113,520
Net loss	$ 861,859	$ 211,729	$ 97,501	$ 3,587,566
Loss per share	$ 0.08	$ 0.03	$ 0.02	$ 0.68

	Three months ended			
	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013
Total Revenues	$ -	$ -	$ -	$ -
Loss before other Items	$ 113,388	$ 293,851	$ 124,817	$ 131,368
Net Loss	$ 113,173	$ 292,612	$ 124,688	$ 683,842
Loss per share	$ 0.02	$ 0.06	$ 0.03	$ 0.16

6(c) Review of Operations and Financial Results

For the three months ended June 30, 2015 compared with the three months ended June 30, 2014:

The Company recorded a net loss for the three months ended June 30, 2015 of $861,859 (loss per share - $0.08) compared to a loss of $113,173 (loss per share - $0.02) for the three months ended June 30, 2014.

Excluding the non-cash share-based payments of $289,955 (2014 - $Nil) and depreciation of $970 (2014 - $443), the expenses increased to $147,435 (2014 – $112,945). The change in the expenses was mainly due to increases in wages, benefits and consulting fees increased to $68,678 (2014 - $44,181) and investor relations and shareholder information increased to $25,846 (2014 - $4,785) while offset by a decrease in accounting and legal fees to $13,163 (2014 - $37,430).

The Company has been monitoring its use of cash and has been actively seeking ways to reduce its operating expenses.

For the nine months ended June 30, 2015 compared with the nine months ended June 30, 2014:

The Company recorded a net loss for the nine months ended June 30, 2015 of $1,171,089 (loss per share - $0.15) compared to a loss of $530,473 (loss per share - $0.11) for the nine months ended June 30, 2014.

Excluding the non-cash share-based payments of $289,955 (2014 - $167,091) depreciation of $1,455 (2014 - $1,329), the expenses increased to $429,611 (2014 – $363,636). The change in the expenses was mainly due to increases in accounting and legal fees increased to $148,721 (2014 - $87,855) which was related to the acquisition of Estrella by the Company.

The Company has been monitoring its use of cash and has been actively seeking ways to reduce its operating expenses.

6(d) Liquidity and Capital Resources

As at June 30, 2015, the Company had working capital deficit of $62,694 (September 30, 2014 – working capital $94,538). As at June 30, 2015, cash totaled $297,348, an increase of $68,769 from $228,579 as at September 30, 2014. The increase is due to (a) net proceeds from the April 2015 non-brokered private placement of $731,538; while being offset by (b) the operating activities of $555,815; and (c) the exploration and evaluation assets expenditures of $161,383.

Management estimates that the current cash position, and future cash flows from warrants and options, financings, receivables, and any option agreements the Company may achieve, will be sufficient for the Company to carry out its anticipated exploration and operating plans through fiscal 2015.

There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

6(e) Disclosure of Outstanding Share Data

Common Shares

Authorized: unlimited number of common shares without par value and an unlimited number of preferred shares issuable in series.

	Issued and Outstanding	
	June 30, 2015	**August 28, 2015**
Common shares	13,779,078	13,779,078

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

Expiry date	Exercise price	September 30, 2014	Granted	Exercised	Expired / cancelled	June 30, 2015
October 5, 2014	$3.00	10,000	-	-	(10,000)	-
June 23, 2015	$2.00	10,000	-	-	(10,000)	-
October 1, 2015	$5.90	86,500	-	-	(86,500)	-
May 4, 2016	$6.10	42,500	-	-	(42,500)	-
May 7, 2017	$2.60	63,500	-	-	(63,500)	-
February 25, 2019	$1.00	212,500	-	-	(212,500)	-
October 1, 2015	$0.25	-	6,000	-	-	6,000
May 7, 2017	$0.25	-	4,500	-	-	4,500
February 25, 2019	$0.25	-	22,500	-	-	22,500
April 29, 2020	$0.25	-	1,265,500	-	-	1,265,500
Options outstanding		425,000	1,298,500	-	(425,000)	1,298,500
Options exercisable		425,000	1,298,500	-	(425,000)	1,298,500
Weighted average exercise price		$2.80	$0.25	$Nil	$2.80	$0.25

As at the date of this MD&A, there were 1,298,500 stock options outstanding.

The continuity of warrants for the nine months ended June 30, 2015 is as follows:

Expiry date	Exercise price	September 30, 2014	Issued per Plan of Arrangment	Issued	Exercised	Expired	June 30, 2015
October 3, 2015	$2.50	687,000	-	-	-	-	687,000
October 9, 2015	$2.50	-	755,500	-	-	-	755,500
December 16, 2016	$1.50	483,666	-	-	-	-	483,666
March 17, 2017	$1.50	266,667	-	-	-	-	266,667
May 15, 2017	$1.00	-	1,200,000	-	-	-	1,200,000
September 11, 2017	$1.00	900,000	-	-	-	-	900,000
December 24, 2017	$1.00	-	300,000	-	-	-	300,000
April 29, 2018	$0.40	-	-	3,000,000	-	-	3,000,000
Outstanding		2,337,333	2,255,500	3,000,000	-	-	7,592,833
Weighted average exercise price		$1.60	$1.50	$0.40	$Nil	$Nil	$1.10

On April 29, 2015, the Company's warrants were consolidated on a 10 for 1 basis and the exercise prices were reflected as such.

The continuity of finder's warrants for the nine months ended June 30, 2015 is as follows:

Expiry date	Exercise price	September 30, 2014	Issued per Plan of Arrangment	Issued	Exercised	Expired	June 30, 2015
September 11, 2015	$0.50	26,880	-	-	-	-	26,880
October 3, 2015 [a]	$1.50	47,150	-	-	-	-	47,150
October 9, 2015 [b]	$1.50	-	56,500	-	-	-	56,500
April 29, 2016	$0.25	-	-	6,000	-	-	6,000
Outstanding		74,030	56,500	6,000	-	-	136,530
Weighted average exercise price		$1.10	$1.50	$0.25	$Nil	$Nil	$1.25

[a] Each finder's warrant consists of one common share and one warrant with each warrant being exercisable into one common share at $2.50, expiring on October 3, 2015.
[b] Each finder's warrant consists of one common share and one warrant with each warrant being exercisable into one common share at $2.50, expiring on October 9, 2015.

On April 29, 2015, the Company's finder's warrants were consolidated on a 10 for 1 basis and the exercise prices were reflected as such.

The remaining outstanding stock options, warrants and finder's warrants, if all exercised, would increase the Company's cash by $9,085,915. However, the strike prices of the options, warrants and finder's warrants are greater than the current share price, and this may influence whether options, warrants and finder's warrants that expire in the near future will be exercised.

As at the date of this MD&A, there were 13,779,078 common shares issued and outstanding and 22,910,591 common shares outstanding on a diluted basis.

6(f) Off-Balance Sheet Arrangements

None at this time.

6(g) Transactions with Related Parties

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

For the nine months ended June 30, 2015

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
Jason Weber Chief Executive Officer, Director	$ 20,000	$ Nil	$ Nil	$ Nil	$ 33,495	$ 53,495
Winnie Wong Chief Financial Officer	$ Nil	$ Nil	$ Nil	$ Nil	$ 33,495	$ 33,495
Marc G. Blythe Chief Operating Officer, Director (c)	$ 117,500	$ Nil	$ Nil	$ Nil	$ 33,495	$ 150,995
Mark T. Brown Director (a)	$ Nil	$ Nil	$ Nil	$ Nil	$ 33,495	$ 33,495
Adrian Fleming Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 22,330	$ 22,330
Craig Lindsay Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 22,330	$ 22,330
John Wilson Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 22,330	$ 22,330

For the nine months ended June 30, 2014

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
Marc G. Blythe Chief Executive Officer, Director (c)	$ 131,250	$ Nil	$ Nil	$ Nil	$ 35,301	$ 166,551
Mark T. Brown Chief Financial Officer, Director (a)	$ Nil	$ Nil	$ Nil	$ Nil	$ 35,301	$ 35,301
Adrian Fleming Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 15,689	$ 15,689
Craig Lindsay Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 15,689	$ 15,689
Jason Weber Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 15,689	$ 15,689

Related party transactions and balances

		Nine months ended		Balance due	
	Services	June 30, 2015	June 30, 2014	As at June 30, 2015	As at September 30, 2014
Amounts due to:					
Marc G. Blythe [(c)]	Wages, consulting fee and share-based payment	$ 150,995	$ 166,551	$ -	$ 3,594
Pacific Opportunity Capital Ltd. [(a)]	Accounting, financing, and shareholder communication services	$ 181,950	$ 110,757	$ 257,243	$ 21,840
Almaden Minerals Ltd. [(b)]	Rent, insurance, office facilities and expenses	$ -	$ 36,900	$ -	$ 13,024
TOTAL:				$ 257,243	$ 38,458

(a) Mark T. Brown, a director of the Company, is the president of Pacific Opportunity Capital Ltd., a private company. Mr. Brown resigned from being the Chief Financial Officer effective April 29, 2015 but remains as a director of the Company.
(b) Mark T. Brown, a director of the Company, is a director of Almaden Minerals Ltd., a public company.
(c) Marc Blythe resigned from being the Chief Executive Officer and became the Chief Operating Officer effective April 29, 2015. Mr. Blythe remains as a director of the Company.

6(h) Financial Instruments

The Company's financial instruments consists of cash, receivables, marketable securities (classified as available-for-sale), accounts payable and accrued liabilities and due to related parties which are all in the normal course of business. Available for sale securities are recognized at fair value due to their ability for prompt liquidation or short term maturity.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, market risk and commodity price risk.

(a) Currency risk

The Company's property interests in Mexico, Peru and USA make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian Dollar and foreign functional currencies. The Company does not invest in foreign currency contracts to mitigate the risks. The Company's exploration program, some of its general and administrative expenses and financial instruments denoted in a foreign currency are exposed to currency risk. A 10% change in the Mexican peso, Peruvian nuevo sol and US dollar over the Canadian dollar would change the results of operations by approximately $51,000.

(b) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to the liquidity of its cash. The Company limits exposure to credit risk by maintaining its cash with a large Canadian financial institution. The Company's receivables consist of goods and services/harmonized sales tax due from the federal government of Canada.

(c) 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 ensures there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company believes that these sources will be sufficient to cover the likely short-term cash requirements, but that further funding will be required for significant asset acquisition and development, and to meet long-term operating requirements. The Company manages liquidity risk through the management of its capital structure.

Accounts payable and accrued liabilities are due within the current operating period.

(d) Market risk

Market risks to which the Company is exposed include unfavorable movements in commodity prices, interest rates, and foreign exchange rates. As at June 30, 2015, the Company has no producing assets and holds the majority of its cash in secure, Canadian dollar-denominated deposits. Consequently, its exposure to these risks has been significantly reduced, but as the Company redeploys its cash, exposure to these risks may increase. The objective of the Company is to mitigate exposure to these risks while maximizing returns.

The Company may from time-to-time own available-for-sale marketable securities, in the mineral resource sector. Changes in the future pricing and demand of these commodities can have a material impact on the market value of the investments. The nature of such investments is normally dependent on the invested company being able to raise additional capital to further develop and to determine the commercial viability of its resource properties. Management mitigates the risk of loss resulting from this concentration by monitoring the trading value of the investments on a regular basis.

i) Interest rate risk

As at June 30, 2015, the Company's exposure to movements in interest rates was limited to potential decreases in interest income from changes to the variable portion of interest rates for its cash. Market interest rates in Canada are at historically low levels, so management does not consider the risk of interest rate declines to be significant, but should such risks increase the Company may mitigate future exposure by entering into fixed-rate deposits. A 1% change in the interest rate, with other variables unchanged, would affect the Company by an annualized amount of interest equal to approximately $2,800.

ii) Foreign exchange risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company may maintain cash and other financial instruments, or may incur revenues and expenditures in currencies other than the Canadian dollar. Significant changes in the currency exchange rates between the Canadian dollar relative to these foreign currencies, which may include but are not limited to US dollars, Mexican peso and Peruvian nuevo sol, could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

(e) Commodity price risk

The ability of the Company to develop its mineral properties and the future profitability of the Company are directly related to the market price of minerals such as gold, zinc, lead and copper. The Company's input costs are also affected by the price of fuel. The Company closely monitors mineral and fuel prices to determine the appropriate course of action to be taken by the Company.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

	Level 1	Level 2	Level 3	Total
Assets:				
Cash	$ 297,348	$ -	$ -	$ 297,348
	$ 297,348	$ -	$ -	$ 297,348

6(i) Management of Capital Risk

The Company considers its capital to be its shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition and exploration of mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets, or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing development efforts, the Company does not pay dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 90 days or less from the original date of acquisition, selected with regard to the expected timing of expenditures from continuing operations.

There were no changes to the Company's approach to capital management during the period and the Company is not subject to any externally imposed capital requirements.

7. Events after the Reporting Period

None other than disclosed already in other sections.

8. Policies and Controls

8(a) Significant Accounting Judgments and Estimates

The preparation of these condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the condensed consolidated interim statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical judgments

- The analysis of the functional currency for each entity of the Company. In concluding that the Canadian dollar is the functional currency of the parent, management considered both the funds from financing activities and the currency in which goods and services are paid for. The functional currency of its wholly-owned subsidiary in Mexico is the Mexican Peso and the functional currency of its wholly-owned subsidiary in USA is the US dollar while the functional currency of its subsidiaries in Peru is the Peruvian nuevo sol. The management's consideration of the functional currency mainly resulted from the influence of the cost of providing goods and services in the subsidiary.

Estimates

- the recoverability of receivables and prepayments which are included in the condensed consolidated interim statements of financial position;
- the carrying value of any marketable securities and the recoverability of the carrying value which are included in the condensed consolidated interim statements of financial position;
- the estimated useful lives of equipment which are included in the condensed consolidated interim statements of financial position and the related depreciation included in the condensed consolidated interim statements of comprehensive loss;
- the inputs used in accounting for share-based payments, if any, in the condensed consolidated interim statements of comprehensive loss; and
- the assessment of indications of impairment of each exploration and evaluation asset and related determination of the net realizable value and write-down of those properties where applicable.

8(b) Exploration and Evaluation Assets

The Company is in the exploration stage with respect to its investment in exploration and evaluation assets and accordingly follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of its mineral claims and crediting all proceeds received against the cost of related claims. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable reserves. The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Company recognizes in income costs recovered on exploration and evaluation assets when amounts received or receivable are in excess of the carrying amount.

Upon transfer of "Exploration and evaluation costs" into "Mine Development", all subsequent expenditure on the construction, installation or completion of infrastructure facilities is capitalized within "Mine development". After production starts, all assets included in "Mine development" are transferred to "Producing Mines".

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditures are not expected to be recovered, they are charged to operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

9. Internal Control Over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

No changes occurred in the current period of the Company's ICFR that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

10. Information on the Officers and Board of Directors

Directors:

Mark T. Brown, B.Comm, CPA, CA, Executive Chairman
Jason Weber, BSc, P.Geo
Marc G. Blythe, MBA, P.Eng.
John R. Wilson, BSc, MS, CPG
Craig T. Lindsay, CFA
Adrian Fleming, BSc, P.Geo

Audit Committee members:

Marc G. Blythe, Craig T. Lindsay and Adrian Fleming

Management:

Jason Weber, BSc, P. Geo – Chief Executive Officer, President
Marc G. Blythe, MBA, P. Eng – Chief Operating Officer
Winnie Wong, CPA, CA – Chief Financial Officer and Corporate Secretary

ALIANZA MINERALS LTD.

(formerly known as Tarsis Resources Ltd.)

Condensed Consolidated Interim Financial Statements

For the nine months ended June 30, 2015 and 2014

325 Howe Street, Suite 410, Vancouver B.C. V6C 1Z7, Canada, TSXV: ANZ; Tel: 604-687-3520

NOTICE OF NO AUDITOR'S REVIEW OF

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instruments 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 an auditor has not reviewed the financial statements.

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.

CONTENTS

Expressed in Canadian Dollars, unless otherwise stated

	Note		June 30, 2015 (Unaudited)		September 30, 2014 (Audited)
Assets					
Non-current assets					
Equipment	5, 6	$	15,753	$	2,492
Exploration and evaluation assets	6, 7		4,815,777		4,086,063
Investment in associate	8		560,177		-
			5,391,707		4,088,555
Current assets					
Prepaid expenses			16,266		4,368
Receivables			54,205		4,199
Marketable securities	4		-		1,625
Cash			297,348		228,579
			367,819		238,771
Total assets		$	5,759,526	$	4,327,326
Shareholders' equity					
Share capital	9	$	13,653,601	$	11,693,260
Reserves	9, 10		2,421,472		2,130,562
Accumulated other comprehensive loss			63,623		(2,135)
Deficit			(11,341,683)		(10,170,594)
			4,797,013		3,651,093
Non-current liabilities					
Deferred income tax liability			532,000		532,000
			532,000		532,000
Current liabilities					
Due to related parties	11		257,243		38,458
Accounts payable and accrued liabilities			173,270		105,775
			430,513		144,233
Total shareholders' equity and liabilities		$	5,759,526	$	4,327,326

Nature of operations and going concern (Note 1)

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on August 28, 2015.

On behalf of the Board of Directors:

Director "Jason Weber" *Director "Mark T. Brown"*

See accompanying notes to the condensed consolidated interim financial statements

ALIANZA MINERALS LTD.
(Formerly Tarsis Resources Ltd.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
FOR THE NINE MONTHS ENDED JUNE 30
(Unaudited, presented in Canadian Dollars)

	Note	Three months ended June 30, 2015	Three months ended June 30, 2014	Nine months ended June 30, 2015	Nine months ended June 30, 2014
Expenses					
Accounting and legal fees	11	$ 13,163	$ 37,430	$ 148,721	$ 87,855
Depreciation	5	970	443	1,455	1,329
Investor relations and shareholder information		25,846	4,785	42,209	40,428
Office facilities and administrative services	11	4,000	12,304	9,000	37,387
Office expenses		6,474	3,901	15,136	13,097
Property investigation expenses		12,301	-	12,301	731
Share-based payments		289,955	-	289,955	167,091
Transfer agent, listing and filing fees		14,269	3,843	33,209	17,536
Travel		2,704	6,501	9,583	29,928
Wages, benefits and consulting fees	11	68,678	44,181	159,452	136,674
		(438,360)	(113,388)	(721,021)	(532,056)
Interest income and other income		20,577	215	20,954	1,583
Foreign exchange gain/(loss)		(58,011)	-	(84,957)	-
Loss of marketable securities		(20,000)	-	(20,000)	-
Write-down of exploration and evaluation assets (Note 7)		(366,065)	-	(366,065)	-
Net loss for the period		$ (861,859)	$ (113,173)	$ (1,171,089)	$ (530,473)
Other comprehensive income (loss)					
Unrealized gain (loss) on available-for-sale securities	4	20,000	(125)	18,375	(125)
Exchange difference arising on the translation of foreign subsidiary		23,437	(12,812)	47,383	22,679
Total comprehensive loss for the period		$ (818,422)	$ (126,110)	$ (1,105,331)	$ (507,919)
Basic and diluted loss per common share		$ (0.08)	$ (0.02)	$ (0.15)	$ (0.11)
Weighted average number of common shares outstanding - basic and diluted		11,336,376	5,064,044	7,787,791	4,763,523

See accompanying notes to the condensed consolidated interim financial statements

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited, presented in Canadian Dollars)

		Share Capital		Reserves			Accumulated Other Comprehensive Income (Loss)			
	Note	Number of shares	Amount	Equity settled employee benefits	Warrants	Finders' warrants	Available-for-sale securities	Foreign exchange reserve	Deficit	Total equity
Balance, September 30, 2013		**4,313,712**	**$ 10,751,788**	**$ 1,143,194**	**$ 597,205**	**$ 214,325**	**$ (18,750)**	**$ (12,838)**	**$ (6,052,555)**	**$ 6,622,369**
Private placements	9(b)(i), 9(b)(ii)	750,334	562,750	-	-	-	-	-	-	562,750
Share issue costs		-	(27,210)	-	-	-	-	-	-	(27,210)
Share-based payments		-	-	167,091	-	-	-	-	-	167,091
Net loss		-	-	-	-	-	(125)	22,679	(530,473)	(507,919)
Balance, June 30, 2014		**5,064,046**	**11,287,328**	**1,310,285**	**597,205**	**214,325**	**(18,875)**	**9,841**	**(6,583,028)**	**6,817,081**
Private placement	9(b)(iii)	900,000	450,000	-	-	-	-	-	-	450,000
Share issue costs		-	(44,068)	-	-	8,747	-	-	-	(35,321)
Net loss		-	-	-	-	-	500	6,399	(3,587,566)	(3,580,667)
Balance, September 30, 2014		**5,964,046**	**11,693,260**	**1,310,285**	**597,205**	**223,072**	**(18,375)**	**16,240**	**(10,170,594)**	**3,651,093**
Purchase of exploration and evaluation assets	9(b)(iv)	150,000	60,000	-	-	-	-	-	-	60,000
Shares issued for the acquisition of Estrella	9(b)(v)	4,665,032	1,166,258	-	-	-	-	-	-	1,166,258
Private placement	9(b)(vi)	3,000,000	750,000							750,000
Share issue costs		-	(15,917)	-	-	955	-	-	-	(14,962)
Share-based payments		-	-	289,955	-	-	-	-	-	289,955
Net loss		-	-	-	-	-	18,375	47,383	(1,171,089)	(1,105,331)
Balance, June 30, 2015		**13,779,078**	**$ 13,653,601**	**$ 1,600,240**	**$ 597,205**	**$ 224,027**	**$ -**	**$ 63,623**	**$ (11,341,683)**	**$ 4,797,013**

See accompanying notes to the condensed consolidated interim financial statements

ALIANZA MINERALS LTD.
(Formerly Tarsis Resources Ltd.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JUNE 30
(Unaudited, presented in Canadian Dollars)

	Nine months ended June 30, 2015	Nine months ended June 30, 2014
Cash flows from (used in) operating activities		
Loss for the period	$ (1,171,089)	$ (530,473)
Items not affecting cash:		
Depreciation	1,455	1,329
Loss of marketable securities	20,000	-
Share-based payments	289,955	167,091
Write-down of exploration and evaluation assets	366,065	-
Changes in non-cash working capital items:		
Receivables	(50,006)	992
Prepaid expenses	(11,898)	10,401
Accounts payable and accrued liabilities	(219,082)	(31,146)
Due to related parties	218,785	19,346
Net cash (used in) operating activities	(555,815)	(362,460)
Cash flows from (used in) investing activities		
Exploration and evaluation assets	(161,383)	(188,988)
Net cash (used in) investing activities	(161,383)	(188,988)
Cash flows from (used in) financing activities		
Proceeds from issuance of common shares	750,000	562,750
Share issue costs	(18,462)	(27,210)
Net cash provided by financing activities	731,538	535,540
Effect of exchange rate changes on cash	54,428	22,679
Change in cash for the period	68,769	6,771
Cash, beginning of the period	228,579	21,044
Cash, end of the period	$ 297,348	$ 27,815

Supplemental disclosure with respect to cash flows (Note 12)

See accompanying notes to the condensed consolidated interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Alianza Minerals Ltd. (formerly Tarsis Resources Ltd., "Tarsis") (the "Company" or "Alianza") was incorporated in Alberta on October 21, 2005 under the Business Corporations Act of Alberta and its registered office is Suite 410, 325 Howe Street, Vancouver, BC, Canada, V6C 1Z7. On April 25, 2008 the Company filed for a certificate of continuance and is continuing as a BC Company under the Business Corporations Act (British Columbia).

The Company is an exploration stage company and is engaged principally in the acquisition and exploration of mineral properties. The recovery of the Company's investment in its exploration and evaluation assets is dependent upon the future discovery, development and sale of minerals, upon the ability to raise sufficient capital to finance these activities, and/or upon the sale of these properties.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern is dependent on obtaining additional financing through the issuance of common shares or obtaining joint venture or property sale agreements for one or more properties.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the condensed consolidated interim statement of financial position. The condensed consolidated interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Adverse financial market conditions and volatility increase the uncertainty of the Company's ability to continue as a going concern given the need to both manage expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds. Accordingly, these material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

As at June 30, 2015, the Company had working capital deficit of $62,694 (September 30, 2014: working capital of $94,538) and shareholders' equity of $4,797,013 (September 30, 2014: $3,651,093).

2. BASIS OF PREPARATION

Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(Unaudited, presented in Canadian Dollars)

2. BASIS OF PREPARATION - continued

Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for marketable securities classified as available-for-sale, which are stated at fair value through other comprehensive income (loss). In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of these condensed consolidated interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements.

These condensed consolidated interim financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

Basis of preparation

The condensed consolidated interim financial statements of the Company include the following subsidiaries and interest in joint ventures:

Name of Subsidiaries	% of ownership	Jurisdiction	Principal Activity
Tarsis Resources US Inc.	100%	Nevada, USA	Holding Company
Minera Tarsis, S.A. de C.V.	100%	Mexico	Exploration Company
Alianza Holdings Ltd.	100%	Canada	Holding Company
Canadian Shield Explorations (Int'l) Ltd.	100%	Canada	Holding Company
Canadian Shield Explorations Ltd.	100%	Canada	Holding Company
Estrella Gold Peru S.A.C.	100%	Peru	Exploration Company
Yanac Peru Exploration LLC	50%	Delaware, USA	Holding Company
Yanac Minera Peru S.A.C.	50%	Peru	Exploration Company
Pucarana S.A.C.	36%	Peru	Exploration Company

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the condensed consolidated interim financial statements.

New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the June 30, 2015 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

- IFRS 9 (Amended 2010) Financial Instruments (effective January 1, 2018)

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position.

(Unaudited, presented in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the IASB on a basis consistent with those followed in the Company's most recent annual financial statements for the year ended September 30, 2014.

These unaudited condensed consolidated interim financial statements do not include all note disclosures required by IFRS for annual financial statements, and therefore should be read in conjunction with the annual financial statements for the year ended September 30, 2014. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. Operating results for the nine month period ended June 30, 2015 are not necessarily indicative of the results that may be expected for the current fiscal year ending September 30, 2015.

4. MARKETABLE SECURITIES

The Company holds shares of a publicly traded company which are held as available-for-sale and valued in accordance with the quoted market price of the common shares.

		June 30, 2015		September 30, 2014
Balance, beginning of the period	$	1,625	$	1,250
Realized gain (loss)		(20,000)		-
Unrealized gain (loss)		18,375		375
Balance, end of the period	$	-	$	1,625

Marketable securities consist of equity securities over which the Company does not have control or significant influence. Unrealized gains and losses due to period end revaluation to fair value, other than those determined to be due to significant or prolonged losses, are recorded as other comprehensive income or loss. During the nine months ended June 30, 2015, the Company determined that there is a prolonged decline in the fair value of the available-for-sale securities, the full amount of the impairment, including any amount previously recognized in other comprehensive income, is recognized in profit or loss.

(Unaudited, presented in Canadian Dollars)

5. EQUIPMENT

	Office equipment and furniture	Vehicles and other field equipment	Total
Cost			
As at September 30, 2013	$ 2,722	$ 5,500	$ 8,222
Assets acquired	-	-	-
As at September 30, 2014	2,722	5,500	8,222
Assets acquired through plan of arrangement	3,535	10,987	14,522
Foreign exchange movement	277	1,096	1,373
As at June 30, 2015	$ 6,534	$ 17,583	$ 24,117
Accumulated depreciation			
As at September 30, 2013	$ 749	$ 3,209	$ 3,958
Depreciation for the year	1,085	687	1,772
As at September 30, 2014	1,834	3,896	5,730
Depreciation for the period	652	803	1,455
Foreign exchange movement	228	951	1,179
As at June 30, 2015	$ 2,714	$ 5,650	$ 8,364
Net book value			
As at September 30, 2014	$ 888	$ 1,604	$ 2,492
As at June 30, 2015	**$ 3,820**	**$ 11,933**	**$ 15,753**

6. ACQUISITION OF ALIANZA HOLDINGS LTD.

On April 29, 2015, the Company completed a Plan of Arrangement to acquire all of the issued and outstanding shares of Alianza Holdings Ltd. (formerly Estrella Gold Corporation, "Estrella"). Based on 46,650,304 Estrella shares outstanding, the Company issued 46,650,304 (ratio of 1) of their common shares to complete the transaction. In connection with the Plan of Arrangement, the Company effected a consolidation of its issued share capital on a ten old shares for one new share basis and raised $750,000 by way of financing and issued 3 million units (Note 9(c)(vi)). On the post-consolidation basis, the shares issued to Estrella represent approximately 31.6% of the Company's issued and outstanding common shares.

Estrella is an exploration company operating in Peru. Estrella owns a 100% interest in its subsidiaries, Canadian Shield Explorations (Int'l) Ltd., Canadian Shield Explorations Ltd. and Estrella Gold Peru S.A.C., a 36% interest in its subsidiary Pucarana S.A.C. and a 50% interest in its subsidiaries, Yanac Peru Exploration LLC and Yanac Minera Peru S.A.C.

As Estrella is in the early stage of exploration and does not yet have any processes or outputs, the acquisition was accounted for as a purchase of assets. The difference between the purchase consideration and the adjusted book values of Estrella's assets and liabilities had been assigned to "exploration and evaluation assets". The purchase price of the acquisition and the assets acquired are described below:

Purchase price	$
46,650,304 common shares of Estrella by issue of 46,650,304 Alianza shares @ $0.025	1,166,258
Transaction costs	173,608
Total purchase price	1,339,866

6. ACQUISITION OF ALIANZA HOLDINGS LTD. - continued

Assets acquired	$
Net working capital	(194,867)
Equipment	14,522
Investment in associate	567,416
Exploration and evaluation assets	952,795
Net identifiable assets of Estrella	1,339,866

7. EXPLORATION AND EVALUATION ASSETS

The Company follows the prospect generator model whereby it acquires projects on attractive terms, adds value through preliminary exploration efforts and then vends or options the project for further advancement.

The Company has properties in Mexico (the “Mexico Properties”), in Nevada, USA (the “USA Properties”), in Peru (the “Peru Properties”) and in the Yukon Territory of Canada (the “Canada Properties”). Following are summary tables of exploration and evaluation assets and brief summary descriptions of each of the exploration and evaluation assets:

(Unaudited, presented in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS – continued

Exploration and Evaluation Assets for the period ended June 30, 2015

	Mexico		USA		Peru		Canada	
	Yago	Others	East Walker	Others	Yanac	Others		Total
Balance at September 30, 2014	**$ 422,415**	**$ 2,307,486**	**$ -**	**$ 181,993**	**$ -**	**$ -**	**$ 1,174,169**	**$ 4,086,063**
Additions during the period								
Acquisition costs:								
Holding	113,081	(43,996)	-	6,036	-	33,258	-	108,379
Property acquisition	-	-	7,500	52,500	-	-	-	60,000
Acquired through plan of arrangement	-	-	-	-	476,397	476,398	-	952,795
	113,081	(43,996)	7,500	58,536	476,397	509,656	-	1,121,174
Exploration expenditures:								
Camp, travel and meals	9,338	-	-	-	-	-	-	9,338
Community relations	-	(604)	-	-	-	-	-	(604)
Drilling	(70,575)	31,007	-	-	-	-	-	(39,568)
Field supplies and maps	1,769	94	-	-	-	-	-	1,863
Geochemical	-	-	-	-	-	-	-	-
Geological consulting	300	-	366	5,072	-	202	-	5,940
Ground geophysics	-	(165)	-	-	-	-	-	(165)
Legal	-	-	377	2,639	-	-	-	3,016
Licence and permits	-	-	-	-	-	-	-	-
Office and administrative fees	-	-	-	-	-	(909)		(909)
Rent	1,446	605	-	-	-	-	-	2,051
Reporting, drafting, sampling and	-	-	-	2,126	-	-	-	2,126
	(57,722)	30,937	743	9,837	-	(707)	-	(16,912)
Less:								
Write-down of properties	(4,866)	(366,960)	-	-			-	(371,826)
Net additions	50,493	(380,019)	8,243	68,373	476,397	508,949	-	732,436
Foreign currency translation	-	(21,861)	-	-	1,931	17,208	-	(2,722)
Balance at June 30, 2015	**$ 472,908**	**$ 1,905,606**	**$ 8,243**	**$ 250,366**	**$ 478,328**	**$ 526,157**	**$ 1,174,169**	**$ 4,815,777**

(Unaudited, presented in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS – continued

Exploration and Evaluation Assets for the year ended September 30, 2014

	Mexico		**USA**	**Canada**	
	Yago	Others			**Total**
Balance at September 30, 2013	**$ 214,500**	**$ 2,270,228**	**$ 117,782**	**$ 4,600,972**	**$ 7,203,482**
Additions during the year					
Acqusition Costs:					
Holding	19,087	4,266	-	1,224	24,577
	19,087	4,266	-	1,224	24,577
Exploration expenditures:					
Camp, travel and meals	34,797	-	-	949	35,746
Drilling	88,820	-	-	-	88,820
Field supplies & overhead	5,219	105	-	513	5,837
Geological consulting	36,848	3,112	20,000	2,000	61,960
Licence and permits	-	-	44,211	-	44,211
Reporting, drafting, sampling and	23,144	919	-	7,686	31,749
	188,828	4,136	64,211	11,148	268,323
Impairment allowance	-	-	-	(3,439,175)	(3,439,175)
Foreign currency translation	-	28,856	-	-	28,856
Balance at September 30, 2014	**$ 422,415**	**$ 2,307,486**	**$ 181,993**	**$ 1,174,169**	**$ 4,086,063**

7. EXPLORATION AND EVALUATION ASSETS – continued

Mexico

On July 23, 2007, the Company purchased from Almaden Minerals Ltd. ("Almaden") the Erika property, along with 4 other existing properties in Yukon. The Erika property is located in Guerrero State, Mexico, south of Mexico City. Almaden has a 2% NSR royalty on future production from mineral claims purchased from them.

On June 10, 2013, the Company purchased from Almaden five properties in Mexico and two properties in Nevada USA by issuing 400,000 common shares (post 10:1 share consolidation) at a price of $0.55 per share to Almaden on July 25, 2013. Almaden also retains a 2% Net Smelter Return ("NSR") royalty on future production on all these properties.

- Yago
- Gallo de Oro *(this is part of the Yago property)*
- San Pedro
- Mezquites
- Llano Grande

In addition, areas of influence have been outlined in Mexico, where Almaden has provided its proprietary data and concepts to the Company. In return, the Company will issue 20,000 shares (post 10:1 share consolidation) to Almaden for each new property acquired within the area of influence. The Company will issue a further 80,000 shares (post 10:1 share consolidation) to Almaden upon the first time disclosure of a mineral resource on each and any of the new properties.

The value of the 400,000 common shares (post 10:1 share consolidation) issued to Almaden on acquisition of these seven properties was allocated amongst the properties on a pro-rata basis, based on Almaden's total capitalized carrying value of the properties immediately preceding transfer.

Subsequently, the Company reduced the size of the Mezquites property and dropped the Llano Grande property.

a) *Yago*

The Yago property is located 50 km north of Tepic, the state capital of Nayarit. As of June 30, 2015, the Company had spent $472,908 on advancing this property to joint-venture ready status.

7. EXPLORATION AND EVALUATION ASSETS – continued

USA

On June 10, 2013, the Company purchased from Almaden two properties in Nevada, USA and five properties in Mexico by issuing 400,000 common shares (post 10:1 share consolidation) at a price of $0.55 per share to Almaden on July 25, 2013. Almaden also retains a 2% NSR royalty on future production on all these properties.

- BP
- Black Jack Springs ("BJS")

In addition, areas of influence have been outlined in Nevada, where Almaden has provided its proprietary data and concepts to the Company. In return, the Company will issue 20,000 shares (post 10:1 share consolidation) to Almaden for each new property acquired within the area of influence. The Company will issue a further 80,000 shares (post 10:1 share consolidation) to Almaden upon the first time disclosure of a mineral resource on each and any of the new properties.

Subsequently, the Company reduced the size of the BP property and dropped the BJS property.

On January 27, 2015, the Company announced that it signed a binding agreement to acquire eight gold properties in Nevada, USA from Sandstorm Gold Ltd. ("Sandstorm") by issuing 150,000 shares (post 10:1 share consolidation) to Sandstorm (Note 9(c)(iv)) and granting a new smelter returns royalty ranging from 0.5% to 1.0%. The Company also granted Sandstorm a right of first refusal on any future metal streaming agreements on these properties.

- Ashby
- Bellview
- Columbia
- East Walker
- Fri Gold
- Horsethief
- Hot Pot
- Kobeh

Subsequently, the Company reduced the size of each of the Ashby, Bellview, Columbia, East Walker, Fri Gold and Horsethief properties as well as dropping the Hot Pot property.

b) *East Walker*

The East Walker property is located in Lyon County, west of Hawthorne. A 2% NSR is payable to a previous owner of the property from production from some claims on the property.

As of June 30, 2015, the Company had spent $8,243 on advancing this property.

7. EXPLORATION AND EVALUATION ASSETS – continued

Peru

On April 29, 2015, the Company acquired the Yanac, Isy and La Estrella properties in Peru through the Plan of Arrangement with Estrella (Note 6).

- Yanac – located in Chincha region of the Department of Ica, south-central Peru.
- Isy – located in the Department of Ayucucho, Peru.
- La Estrella – located 130 kilometers south of Huancayo in the Department of Huancavelica, Peru.

a) Yanac

The Yanac property is located in Chincha region of the department of Ica, in south-central Peru.

On February 27, 2013, Cliffs Natural Resources Inc. ("Cliffs") and Estrella entered into a joint venture in respect of the Yanac property. Cliffs and Estrella each now hold a 50% interest in the property, and Cliffs was required to spend a firm commitment of US$500,000 in year one on exploration or pay the same amount to Estrella, with an additional US$250,000 (not firm) to a total of US$750,000 to maintain Cliffs' interest beyond year one. Cliffs met the US$750,000 commitment by December 31, 2013.

Cliffs can acquire an additional 20% interest in the Yanac property, to a total 70% interest, by spending a minimum of US$4,000,000 (including the above mentioned US$750,000) and completing 3,000 meters of drilling by February 27, 2017. If Cliffs fails to acquire the additional 20%, 100% of the property reverts to Estrella, subject in certain circumstances to a potential NSR royalty in favor of Cliffs. Upon earning 70%, Cliffs can acquire an additional 10% interest in the Yanac property, to a total 80% by completing an NI 43-101 Compliant Pre-Feasibility Study or by defining a compliant Inferred Mineral Resource containing a minimum of 1,000,000 ounces of gold or gold equivalent, within four years of earning its 70% interest. If Cliffs elects not to earn an additional 10% interest, Cliffs will pay Estrella US$2,000,000 within 60 days and the parties will fund their proportional interest, subject to conventional dilution. If either party's interest in the Yanac property is reduced to 10% or less, that interest will be converted to a 2% NSR royalty.

As of June 30, 2015, Cliffs had spent a total of US$1,799,679 on the Yanac property.

Canada

In 2010, the Company acquired the White River property through staking. The White River property is located in the Yukon, northwest of Whitehorse.

On July 23, 2007, the Company purchased from Almaden certain properties in Yukon and one property in Mexico (Erika) and Almaden has a 2% NSR royalty on future production from these mineral claims:

b) Goz Creek – located 180 kilometers north east of Mayo, Yukon.
c) MOR – located 35 kilometers east of Teslin, Yukon and is 1.5 kilometers north of the paved Alaska Highway.
d) Tim – located 72 kilometers west of Watson Lake, Yukon and 12 kilometers northeast of the Silvertip/Midway deposit.

7. EXPLORATION AND EVALUATION ASSETS – continued

Canada – continued

On June 10, 2008 the Company signed another agreement with Almaden to acquire a 100% interest in the Prospector Mountain gold-silver-copper property, located in central Yukon. The Company issued 10,000 fully paid common shares (post 10:1 share consolidation) to Almaden and made a cash payment of $30,000 for a 100% interest in the property. Almaden will retain a 2% net smelter royalty (NSR) over any minerals produced from the property, however, half of the NSR may be purchased by the Company at any time after the production commences for fair value as determined by an independent valuator. The Company will also issue to Almaden 50,000 fully paid common shares (post 10:1 share consolidation) upon receipt of a positive bankable feasibility study for the property.

On September 9, 2009 the Company acquired a 100% interest in the Highway property from Strategic Metals Ltd. ("Strategic"). The Company has granted Strategic a 2% NSR royalty on any future production from the mineral claims acquired from them. The Company has incorporated the Highway property as an expansion to the MOR property. In March 2014, the Highway property expired.

8. INVESTMENT IN ASSOCIATE

On April 29, 2015, the Company owned 36% interest in the subsidiary, Pucarana S.A.C. through the Plan of Arrangement with Estrella (Note 6).

On May 22, 2015, Pucarana S.A.C. signed an Assignment Agreement with Compania de Minas Buenaventura S.A.A. ("Buenaventura") whereby Pucarana S.A.C. assigns to Buenaventura the rights to the Pucarana property. In consideration, Buenaventura grant a 3% NSR royalty to Pucarana S.A.C. that is then distributed as to 60% to Alamos Gold Inc. (1.8% NSR), 36% to Estrella (1.08% NSR) and 4% to Gallant Minerals Ltd (0.12% NSR).

9. SHARE CAPITAL

a) Authorized:

As at June 30, 2015, the authorized share capital is comprised of an unlimited number of common shares without par value and an unlimited number of preferred shares issuable in series. All issued shares are fully paid.

b) Share consolidation

On April 29, 2015, the Company consolidated its share capital on the basis of one new share for every 10 old shares. All references to the number of shares and per share amounts have been retroactively restated to reflect the consolidation.

9. SHARE CAPITAL – continued

c) Issued:

During the year ended September 30, 2014, the Company:

i) Completed a non-brokered private placement on December 16, 2013 by issuing 483,667 units ("Unit") at a price of $0.75 per Unit for gross proceeds of $362,750. Each Unit consists of one common share and one non-transferable warrant. Each warrant entitles the holder to purchase one additional common share for a 36 month period at a price of $1.50. Insiders participated in the offering for a total of 210,000 Units for gross proceeds of $157,500. Under the residual value approach, no value was assigned to the warrant component of the Units. The Company incurred share issue costs of $15,689 in connection with this financing.

ii) Completed a non-brokered private placement on March 17, 2014 by issuing 266,667 units ("Unit") at a price of $0.75 per Unit for gross proceeds of $200,000. Each Unit consists of one common share and one non-transferable warrant. Each warrant entitles the holder to purchase one additional common share for a 36 month period at a price of $1.50. Insiders participated in the offering for a total of 94,333 Units for gross proceeds of $70,750. Under the residual value approach, no value was assigned to the warrant component of the Units. The Company incurred share issue costs of $11,521 in connection with this financing.

iii) Completed a non-brokered private placement on September 11, 2014 by issuing 900,000 units ("Unit") at a price of $0.50 per Unit for gross proceeds of $450,000. Each Unit consists of one common share and one non-transferable warrant. Each warrant entitles the holder to purchase one additional common share for a 36 month period at a price of $1.00. In connection with the financing, the Company paid $9,600 as a cash finder's fee and issued 26,880 finder's warrants, each of which is exercisable into one common share at a price of $0.50 for a period of 12 months. The value of the finder's warrants was determined to be $8,747 and was calculated using the Black-Scholes option pricing model. Insiders participated in the offering for a total of 207,000 Units for gross proceeds of $103,500. Under the residual value approach, no value was assigned to the warrant component of the Units. The Company incurred additional share issue costs of $25,721 in connection with this financing.

During the nine months ended June 30, 2015, the Company:

iv) Issued 150,000 common shares to Sandstorm at a price of $0.40 per share for a total consideration of $60,000 to pay for eight exploration and evaluation asset properties in Nevada, USA (Note 7 USA).

v) Completed the acquisition of all of the outstanding common shares of Estrella on April 29, 2015. As part of the consideration, the Company issued 4,665,032 common shares (post-consolidated) with a fair value of $1,166,258 (Note 6).

9. SHARE CAPITAL – continued

c) Issued: – continued

vi) Completed a non-brokered private placement on April 29, 2015 by issuing 3,000,000 units ("Unit") at a price of $0.25 per Unit for gross proceeds of $750,000. Each Unit consists of one common share and one non-transferable warrant. Each warrant entitles the holder to purchase one additional common share for a 36 month period at a price of $0.40. In connection with the financing, the Company paid $1,500 as a cash finder's fee and issued 6,000 finder's warrants, each of which is exercisable into one common share at a price of $0.25 for a period of 12 months. The value of the finder's warrants was determined to be $955 and was calculated using the Black-Scholes option pricing model. Insiders participated in the offering for a total of 172,000 Units for gross proceeds of $43,000. Under the residual value approach, no value was assigned to the warrant component of the Units. The Company incurred additional share issue costs of $12,662 in connection with this financing.

10. STOCK OPTIONS AND WARRANTS

a) Stock option compensation plan

The Company grants stock options to directors, officers, employees and consultants pursuant to the Company's Stock Option Plan (the "Plan"). The number of options that may be issued pursuant to the Plan are limited to 10% of the Company's issued and outstanding common shares and to other restrictions with respect to any single participant (not greater than 5% of the issued common shares) or any one consultant (not greater than 2% of the issued common shares).

Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than one quarter of the options vesting in any 3 month period.

Vesting provisions may also be applied to other option grants, at the discretion of the directors. Options issued pursuant to the Plan will have an exercise price as determined by the directors, and permitted by the TSX-V, at the time of the grant. Options have a maximum expiry date of 5 years from the grant date.

(Unaudited, presented in Canadian Dollars)

10. STOCK OPTIONS AND WARRANTS – continued

a) Stock option compensation plan – continued

Stock option transactions and the number of stock options for the nine months ended June 30, 2015 are summarized as follows:

Expiry date	Exercise price	September 30, 2014	Granted	Exercised	Expired / cancelled	June 30, 2015
October 5, 2014	$3.00	10,000	-	-	(10,000)	-
June 23, 2015	$2.00	10,000	-	-	(10,000)	-
October 1, 2015	$5.90	86,500	-	-	(86,500)	-
May 4, 2016	$6.10	42,500	-	-	(42,500)	-
May 7, 2017	$2.60	63,500	-	-	(63,500)	-
February 25, 2019	$1.00	212,500	-	-	(212,500)	-
October 1, 2015	$0.25	-	6,000	-	-	6,000
May 7, 2017	$0.25	-	4,500	-	-	4,500
February 25, 2019	$0.25	-	22,500	-	-	22,500
April 29, 2020	$0.25	-	1,265,500	-	-	1,265,500
Options outstanding		425,000	1,298,500	-	(425,000)	1,298,500
Options exercisable		425,000	1,298,500	-	(425,000)	1,298,500
Weighted average exercise price		$2.80	$0.25	$Nil	$2.80	$0.25

As at June 30, 2015, the weighted average contractual remaining life of options is 4.78 years (September 30, 2014 – 2.97 years). The weighted average fair value of stock options granted during the nine months ended June 30, 2015 was $0.22 (2014 - $0.80).

Stock option transactions and the number of stock options for the year ended September 30, 2014 are summarized as follows:

Expiry date	Exercise price	September 30, 2013	Granted	Exercised	Expired / cancelled	September 30, 2014
December 11, 2013	$1.00	27,500	-	-	(27,500)	-
October 5, 2014*	$3.00	10,000	-	-	-	10,000
June 23, 2015	$2.00	10,000	-	-	-	10,000
October 1, 2015	$5.90	86,500	-	-	-	86,500
May 4, 2016	$6.10	42,500	-	-	-	42,500
May 7, 2017	$2.60	64,500	-	-	(1,000)	63,500
February 25, 2019	$1.00	-	213,000	-	(500)	212,500
Options outstanding		241,000	213,000	-	(29,000)	425,000
Options exercisable		241,000	213,000	-	(29,000)	425,000
Weighted average exercise price		$4.20	$1.00	$Nil	$1.10	$2.80

*Subsequently, 10,000 stock options expired.

The weighted average assumptions used to estimate the fair value of options for the nine months ended June 30, 2015 and 2014 were as follows:

	June 30, 2015	June 30, 2014
Risk-free interest rate	1.18%	1.67%
Expected life	5 years	5 years
Expected volatility	143.00%	136.51%
Expected dividend yield	n/a	nil

(Unaudited, presented in Canadian Dollars)

10. STOCK OPTIONS AND WARRANTS – continued

b) Warrants

The continuity of warrants for the nine months ended June 30, 2015 is as follows:

Expiry date	Exercise price	September 30, 2014	Issued per Plan of Arrangment	Issued	Exercised	Expired	June 30, 2015
October 3, 2015	$2.50	687,000	-	-	-	-	687,000
October 9, 2015	$2.50	-	755,500	-	-	-	755,500
December 16, 2016	$1.50	483,666	-	-	-	-	483,666
March 17, 2017	$1.50	266,667	-	-	-	-	266,667
May 15, 2017	$1.00	-	1,200,000	-	-	-	1,200,000
September 11, 2017	$1.00	900,000	-	-	-	-	900,000
December 24, 2017	$1.00	-	300,000	-	-	-	300,000
April 29, 2018	$0.40	-	-	3,000,000	-	-	3,000,000
Outstanding		2,337,333	2,255,500	3,000,000	-	-	7,592,833
Weighted average exercise price		$1.60	$1.50	$0.40	$Nil	$Nil	$1.10

As at June 30, 2015, the weighted average contractual remaining life of warrants is 1.98 years (September 30, 2014 – 2.17 years).

On April 29, 2015, the Company's warrants were consolidated on a 10 for 1 basis and the exercise prices were reflected as such (Note 9(b)).

The continuity of warrants for the year ended September 30, 2014 is as follows:

Expiry date	Exercise price	September 30, 2013	Issued	Exercised	Expired	September 30, 2014
October 3, 2015	$2.50	687,000	-	-	-	687,000
December 16, 2016	$1.50	-	483,666	-	-	483,666
March 17, 2017	$1.50	-	266,667	-	-	266,667
September 11, 2017	$1.00	-	900,000	-	-	900,000
Outstanding		687,000	1,650,333	-	-	2,337,333
Weighted average exercise price		$2.50	$1.20	$Nil	$Nil	$1.60

(Unaudited, presented in Canadian Dollars)

10. STOCK OPTIONS AND WARRANTS – continued

c) Finder's warrants

The continuity of finder's warrants for the nine months ended June 30, 2015 is as follows:

Expiry date	Exercise price	September 30, 2014	Issued per Plan of Arrangment	Issued	Exercised	Expired	June 30, 2015
September 11, 2015	$0.50	26,880	-	-	-	-	26,880
October 3, 2015 [a]	$1.50	47,150	-	-	-	-	47,150
October 9, 2015 [b]	$1.50	-	56,500	-	-	-	56,500
April 29, 2016	$0.25	-	-	6,000	-	-	6,000
Outstanding		74,030	56,500	6,000	-	-	136,530
Weighted average exercise price		$1.10	$1.50	$0.25	$Nil	$Nil	$1.25

[a] Each finder's warrant consists of one common share and one warrant with each warrant being exercisable into one common share at $2.50, expiring on October 3, 2015.
[b] Each finder's warrant consists of one common share and one warrant with each warrant being exercisable into one common share at $2.50, expiring on October 9, 2015.

As at June 30, 2015, the weighted average contractual remaining life of finder's warrants is 0.28 years (September 30, 2014 – 0.99 years).

On April 29, 2015, the Company's finder's warrants were consolidated on a 10 for 1 basis and the exercise prices were reflected as such (Note 9(b)).

The continuity of finder's warrants for the year ended September 30, 2014 is as follows:

Expiry date	Exercise price	September 30, 2013	Issued	Exercised	Expired	September 30, 2014
October 3, 2015	$1.50	47,150	-	-	-	47,150
September 11, 2015	$0.50	-	26,880	-	-	26,880
Outstanding		47,150	26,880	-	-	74,030
Weighted average exercise price		$1.50	$0.50	$Nil	$Nil	$1.10

The weighted average assumptions used to estimate the fair value of finder's warrants for the nine months ended June 30, 2015 and 2014 were as follows:

	June 30, 2015	June 30, 2014
Risk-free interest rate	0.90%	n/a
Expected life	1 year	n/a
Expected volatility	181.06%	n/a
Expected dividend yield	n/a	n/a

(Unaudited, presented in Canadian Dollars)

11. RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

For the nine months ended June 30, 2015

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
Jason Weber Chief Executive Officer, Director	$ 20,000	$ Nil	$ Nil	$ Nil	$ 33,495	$ 53,495
Winnie Wong Chief Financial Officer	$ Nil	$ Nil	$ Nil	$ Nil	$ 33,495	$ 33,495
Marc G. Blythe Chief Operating Officer, Director (c)	$ 117,500	$ Nil	$ Nil	$ Nil	$ 33,495	$ 150,995
Mark T. Brown Director (a)	$ Nil	$ Nil	$ Nil	$ Nil	$ 33,495	$ 33,495
Adrian Fleming Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 22,330	$ 22,330
Craig Lindsay Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 22,330	$ 22,330
John Wilson Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 22,330	$ 22,330

For the nine months ended June 30, 2014

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
Marc G. Blythe Chief Executive Officer, Director (c)	$ 131,250	$ Nil	$ Nil	$ Nil	$ 35,301	$ 166,551
Mark T. Brown Chief Financial Officer, Director (a)	$ Nil	$ Nil	$ Nil	$ Nil	$ 35,301	$ 35,301
Adrian Fleming Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 15,689	$ 15,689
Craig Lindsay Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 15,689	$ 15,689
Jason Weber Director	$ Nil	$ Nil	$ Nil	$ Nil	$ 15,689	$ 15,689

(Unaudited, presented in Canadian Dollars)

11. RELATED PARTY TRANSACTIONS – continued

Related party transactions and balances

		Nine months ended		Balance due	
	Services	June 30, 2015	June 30, 2014	As at June 30, 2015	As at September 30, 2014
Amounts due to:					
Marc G. Blythe [c]	Wages, consulting fee and share-based payment	$ 150,995	$ 166,551	$ -	$ 3,594
Pacific Opportunity Capital Ltd. [a]	Accounting, financing, and shareholder communication services	$ 181,950	$ 110,757	$ 257,243	$ 21,840
Almaden Minerals Ltd. [b]	Rent, insurance, office facilities and expenses	$ -	$ 36,900	$ -	$ 13,024
TOTAL:				$ 257,243	$ 38,458

(a) Mark T. Brown, a director of the Company, is the president of Pacific Opportunity Capital Ltd., a private company. Mr. Brown resigned from being the Chief Financial Officer effective April 29, 2015 but remains as a director of the Company.
(b) Mark T. Brown, a director of the Company, is a director of Almaden Minerals Ltd., a public company.
(c) Marc Blythe resigned from being the Chief Executive Officer and became the Chief Operating Officer effective April 29, 2015. Mr. Blythe remains as a director of the Company.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash investing and financing transactions during the nine months ended June 30, 2015 were as follows:

- The Company recorded $60,000 in share capital related to the issue of common shares pursuant to the acquisition of exploration and evaluation assets (Note 7 USA);
- The Company recorded $1,166,258 in share capital, $14,522 in equipment, $567,416 in investment in associate, working capital deficiency of $194,867, and $952,795 in exploration and evaluation assets related to the completion of the Plan of Arrangement with Estrella (Note 6); and
- As at June 30, 2015, a total of $165,785 in exploration and evaluation assets and a total of 12,500 in share issue costs were included in accounts payable and accrued liabilities.

The significant non-cash investing and financing transactions during the nine months ended June 30, 2014 were as follows:

- As at June 30, 2014, a total of $104,270 in exploration and evaluation assets were included in accounts payable and accrued liabilities.

(Unaudited, presented in Canadian Dollars)

13. SEGMENTED INFORMATION

The Company has one reportable operating segment, that being the acquisition and exploration of mineral properties. Geographical information is as follows:

	June 30, 2015	September 30, 2014
Non-current assets		
Mexico	$ 2,378,514	$ 2,729,901
USA	258,609	181,993
Peru	1,578,650	-
Canada	1,175,934	1,176,661
	$ 5,391,707	$ 4,088,555

14. FINANCIAL INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest rate risk and commodity price risk.

(a) Currency risk

The Company's property interests in Mexico, Peru and USA make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian Dollar and foreign functional currencies. The Company does not invest in foreign currency contracts to mitigate the risks. The Company's exploration program, some of its general and administrative expenses and financial instruments denoted in a foreign currency are exposed to currency risk. A 10% change in the Mexican peso, Peruvian nuevo sol and US dollar over the Canadian dollar would change the results of operations by approximately $51,000.

(b) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to the liquidity of its cash. The Company limits exposure to credit risk by maintaining its cash with a large Canadian financial institution. The Company's receivables consist of goods and services/harmonized sales tax due from the federal government of Canada.

(c) 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 ensures there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company has sufficient cash to settle its current liabilities, but further funding will be required to meet the Company's short-term and long-term operating needs. The Company manages liquidity risk through the management of its capital structure.

Accounts payable and accrued liabilities are due within the current operating period.

14. FINANCIAL INSTRUMENTS – continued

(d) Market risk

Market risks to which the Company is exposed include unfavorable movements in commodity prices, interest rates, and foreign exchange rates. As at June 30, 2015, the Company has no producing assets and holds the majority of its cash in secure, Canadian dollar-denominated deposits. Consequently, its exposure to these risks has been significantly reduced, but as the Company redeploys its cash, exposure to these risks may increase. The objective of the Company is to mitigate exposure to these risks while maximizing returns.

The Company may from time-to-time own available-for-sale marketable securities, in the mineral resource sector. Changes in the future pricing and demand of commodities can have a material impact on the market value of the investments. The nature of such investments is normally dependent on the invested company being able to raise additional capital to further develop and to determine the commercial viability of its resource properties. Management mitigates the risk of loss resulting from this concentration by monitoring the trading value of the investments on a regular basis.

i) Interest rate risk

As at June 30, 2015, the Company's exposure to movements in interest rates was limited to potential decreases in interest income from changes to the variable portion of interest rates for its cash. Market interest rates in Canada are at historically low levels, so management does not consider the risk of interest rate declines to be significant, but should such risks increase, the Company may mitigate future exposure by entering into fixed-rate deposits. A 1% change in the interest rate, with other variables unchanged, would affect the Company by an annualized amount of interest equal to approximately $2,800.

ii) Foreign exchange risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company may maintain cash and other financial instruments, or may incur revenues and expenditures in currencies other than the Canadian dollar. Significant changes in the currency exchange rates between the Canadian dollar relative to these foreign currencies, which may include but are not limited to US dollars, Mexican peso and Peruvian nuevo sol, could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

(e) Commodity price risk

The ability of the Company to develop its mineral properties and the future profitability of the Company are directly related to the market price of minerals such as gold, zinc, lead and copper. The Company's input costs are also affected by the price of fuel. The Company closely monitors mineral and fuel prices to determine the appropriate course of action to be taken by the Company.

14. FINANCIAL INSTRUMENTS – continued

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

	Level 1	Level 2	Level 3	Total
Assets:				
Cash	$ 297,348	$ -	$ -	$ 297,348
	$ 297,348	$ -	$ -	$ 297,348

15. MANAGEMENT OF CAPITAL RISK

The Company considers items included in shareholders' equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 90 days or less from the original date of acquisition, selected with regard to the expected timing of expenditures from continuing operations. The Company's approach to managing capital remains unchanged from the year ended September 30, 2014.