



(An exploration stage company)

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2012 and 2011

(Expressed in Canadian Dollars unless otherwise stated)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Brazil Resources Inc.

We have audited the accompanying consolidated financial statements of **Brazil Resources Inc.**, which comprise the consolidated statements of financial position as at November 30, 2012 and 2011, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of **Brazil Resources Inc.** as at November 30, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Vancouver, Canada,
March 22, 2013.

Ernst & Young LLP

Chartered Accountants

Brazil Resources Inc.
(An exploration stage company)
Consolidated Statements of Financial Position
(Expressed in Canadian dollars unless otherwise stated)



| | Notes | As at November 30, 2012 (\$) | As at November 30, 2011 (\$) |
|--|-------|------------------------------------|------------------------------------|
| Assets | | | |
| Current assets | | | |
| Cash | 6 | 5,520,141 | 5,962,909 |
| Other receivables | 7 | 141,681 | 95,324 |
| Prepaid expenses and deposits | | 157,561 | 30,872 |
| | | 5,819,383 | 6,089,105 |
| Non-current assets | | | |
| Equipment | 4 | 119,988 | 55,051 |
| Exploration and evaluation assets | 5 | 11,360,781 | 188,038 |
| | | 17,300,152 | 6,332,194 |
| Liabilities | | | |
| Current liabilities | | | |
| Account payables and accrued liabilities | 8 | 316,551 | 383,834 |
| Due to related parties | 14 | 7,182 | 2,884 |
| Current portion of long-term obligations | 9 | 272,727 | - |
| | | 596,460 | 386,718 |
| Non-current liabilities | | | |
| Long-term obligations | 9 | 204,851 | - |
| | | 801,311 | 386,718 |
| Equity | | | |
| Issued capital | 10 | 15,785,863 | 9,246,579 |
| Share issuance obligations | 10 | 8,365,040 | - |
| Reserves | 10 | 1,127,199 | 545,954 |
| Accumulated deficit | | (8,384,426) | (3,847,057) |
| Accumulated other comprehensive income | | (394,835) | - |
| | | 16,498,841 | 5,945,476 |
| | | 17,300,152 | 6,332,194 |

Commitments (Note 16)

Subsequent events (Note 17)

Approved and authorized for issue by the Board of Directors on March 22, 2013.

/s/ "Steve Swatton"

Steve Swatton

Chief Executive Officer, President & Director

/s/ "Pat Obara"

Pat Obara

Chief Financial Officer & Director

The accompanying notes are an integral part of these Consolidated Financial Statements

Brazil Resources Inc.
 (An exploration stage company)
 Consolidated Statements of Comprehensive Loss
 (Expressed in Canadian dollars unless otherwise stated)



| | | For the year ended | |
|---|-------|--------------------|-------------|
| | | November 30, | |
| | Notes | 2012 | 2011 |
| | | (\$) | (\$) |
| Expenses | | | |
| Consulting fees | | 555,465 | 362,516 |
| Depreciation | 4 | 22,222 | 6,207 |
| Directors' fees, salaries and benefits | 14 | 558,737 | 231,118 |
| Exploration expenses | 5 | 1,441,200 | 989,577 |
| General and administrative | | 1,038,239 | 575,954 |
| Professional fees | | 145,491 | 252,790 |
| Project evaluation costs | | 241,307 | 267,531 |
| Share-based compensation | 10 | 635,332 | 491,867 |
| | | 4,637,993 | 3,177,560 |
| Operating loss | | (4,637,993) | (3,177,560) |
| Other items | | | |
| Interest income | | 100,624 | 30,853 |
| Net loss for the year | | (4,537,369) | (3,146,707) |
| Other comprehensive loss | | | |
| Foreign currency translation adjustments | | (394,835) | - |
| Total comprehensive loss for the year | | (4,932,204) | (3,146,707) |
| Net loss per share, basic and diluted | | (0.11) | (0.09) |
| Weighted average number of shares outstanding, basic and diluted | | | |
| | | 39,700,066 | 33,331,706 |

The accompanying notes are an integral part of these Consolidated Financial Statements

Brazil Resources Inc.

(An exploration stage company)

Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars unless otherwise stated)



| | Notes | Number of Shares | Issued Capital (\$) | Share Issuance Obligations (\$) | Reserves (\$) | Deficit (\$) | Accumulated Other Comprehensive Income (\$) | Total (\$) |
|--|-------|---------------------|---------------------------|--|------------------|-----------------|---|---------------|
| Balance at November 30, 2010 | | 31,164,889 | 6,885,702 | - | - | (700,350) | - | 6,185,352 |
| Share redeemed by the Company | | (1) | - | - | - | - | - | - |
| Initial public offering containing: | | | | | | | | |
| Cash | | 3,800,000 | 2,470,000 | - | - | - | - | 2,470,000 |
| Share issue costs | | 76,923 | (251,623) | - | 54,087 | - | - | (197,536) |
| Issued capital pursuant to acquisition of: | | | | | | | | |
| Exploration and evaluation assets | | 125,000 | 142,500 | - | - | - | - | 142,500 |
| Share-based compensation | | - | - | - | 491,867 | - | - | 491,867 |
| Total comprehensive loss for the year | | - | - | - | - | (3,146,707) | - | (3,146,707) |
| Balance at November 30, 2011 | | 35,166,811 | 9,246,579 | - | 545,954 | (3,847,057) | - | 5,945,476 |
| Private placement containing: | | | | | | | | |
| Cash | 10 | 4,324,136 | 4,756,550 | - | - | - | - | 4,756,550 |
| Share issue costs | 10 | - | (262,673) | - | - | - | - | (262,673) |
| Issued capital pursuant to acquisition of: | | | | | | | | |
| Exploration and evaluation assets | 5 | 1,528,000 | 1,789,040 | 8,365,040 | - | - | - | 10,154,080 |
| Exercise of broker warrants | | 311,200 | 256,367 | - | (54,087) | - | - | 202,280 |
| Share-based compensation | 10 | - | - | - | 635,332 | - | - | 635,332 |
| Foreign currency translation adjustments | | - | - | - | - | - | (394,835) | (394,835) |
| Total comprehensive loss for the year | | - | - | - | - | (4,537,369) | - | (4,537,369) |
| Balance at November 30, 2012 | | 41,330,147 | 15,785,863 | 8,365,040 | 1,127,199 | (8,384,426) | (394,835) | 16,498,841 |

The accompanying notes are an integral part of these Consolidated Financial Statements

Brazil Resources Inc.
(An exploration stage company)
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars unless otherwise stated)



| | Notes | For the year ended | |
|---|-------|--------------------|--------------------|
| | | 2012 | 2011 |
| | | (\$) | (\$) |
| Operating activities | | | |
| Net loss for the year | | (4,537,369) | (3,146,707) |
| Adjustments for items not involving cash: | | | |
| Depreciation | 4 | 22,222 | 6,207 |
| Share-based compensation | 10 | 635,332 | 491,867 |
| Foreign exchange loss (gain) | | (24,924) | - |
| Net changes in non-cash working capital items: | | | |
| Other receivables | | (46,357) | 27,013 |
| Prepaid expenses and deposits | | (126,689) | (20,872) |
| Accounts payable and accrued liabilities | | (116,623) | 249,787 |
| Cash used in operating activities | | (4,194,408) | (2,392,705) |
| Investing activities | | | |
| Investment in exploration and evaluation assets | | (929,279) | (20,538) |
| Purchase of equipment | | (19,536) | (61,258) |
| Cash used in investing activities | | (948,815) | (81,796) |
| Financing activities | | | |
| Proceeds from share issued, net of share issuance costs | 10 | 4,493,877 | 2,272,464 |
| Proceeds from broker warrant exercise | 10 | 202,280 | - |
| Advances from related parties | 14 | 4,298 | 2,884 |
| Cash generated from financing activities | | 4,700,455 | 2,275,348 |
| Net increase in cash | | (442,768) | (199,153) |
| Cash | | | |
| Beginning of year | | 5,962,909 | 6,162,062 |
| End of year | | 5,520,141 | 5,962,909 |

The accompanying notes are an integral part of these Consolidated Financial Statements

1. Corporate Information

Brazil Resources Inc. is a corporation organized under the laws of British Columbia and was incorporated in the Province of British Columbia, Canada, on September 9, 2009, and domiciled in Canada. Together with its subsidiaries (collectively, the "Company"), the Company is principally engaged in the acquisition, exploration and development of mineral properties in Brazil and Paraguay.

Brazil Resources Inc.'s common shares (the "BRI Shares") are listed on the TSX Venture Exchange (the "TSX-V") under the symbol "BRI" and are traded on the OTCQX International Market under the symbol "BRIZF". The head office and principal address of the Company is located at Suite 320, 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3, Canada.

2. Basis of Preparation

2.1 *Statement of compliance*

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

2.2 *Basis of presentation*

The Company's consolidated financial statements have been prepared on a historical cost basis. The Company's financial statements and those of its wholly controlled subsidiaries are presented in Canadian dollars and all values are rounded to the nearest dollar except where otherwise indicated. Certain line items of the comparative figures have been reclassified to conform to the current year's presentation format.

3. Significant Accounting Policies

3.1 *Basis of consolidation*

The consolidated financial statements include the financial statements of Brazil Resources Inc. and its wholly controlled subsidiaries. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statements of comprehensive loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All intra-company transactions, balances, income and expenses are eliminated through the consolidation process.

3.2 *Interest income*

Interest income from financial assets is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

3.3 *Foreign currencies*

The reporting currency of the Company and its subsidiaries is the Canadian dollar. The functional currency of the Company is the Canadian dollar and the functional currency of its subsidiaries in Brazil is the Brazilian Real and its subsidiary in Paraguay is the US dollar. Foreign operations are translated into Canadian dollars using period end exchange rates as to assets and liabilities and average exchange rates as to revenues and expenses. All resulting exchange differences are recognized in other comprehensive income.

3.4 Mineral exploration, evaluation and development expenditures

All direct costs related to the acquisition of the exploration rights are capitalized on a property-by-property basis. The Company assesses the carrying costs for impairment when indicators of impairment exist. Exploration and evaluation expenditures are charged to operations incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration and evaluation costs and the costs incurred to develop a property are capitalized into mineral properties. On the commencement of commercial production, depletion of each mineral property will be provided on a unit-of-production basis using estimated reserves as the depletion base.

3.5 Mineral property option agreements

When the Company acts as the farmee in a farm-in mineral property option agreement, the direct costs to enter into the agreement are capitalized to exploration and evaluation assets. All exploration and evaluation expenditure incurred by the Company in fulfilling the terms of the agreement is expensed as incurred, until such time as the option is exercised or lapses.

When the Company acts as the farmor in an agreement, it does not record any expenditure made by the farmee. It does not recognize any gain or loss on its exploration and evaluation farm out mineral property option agreements, and instead records any proceeds received as a credit to the amounts previously capitalized as mineral property acquisition costs. Any amounts received in excess of amounts capitalized are taken as a gain to the consolidated statement of comprehensive loss.

3.6 Income Taxes

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of each reporting period.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences, at the end of each reporting period, between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settle or recovered.

3.7 Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available-for-sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit and loss.

Financial assets classified as loans and receivables and held to maturity are measured at amortized cost using the effective interest method less any allowance for impairment. The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period. The Company has classified other receivables as loans and receivables.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive loss except for losses in value that are considered other than temporary or a significant or prolonged decline in the fair value of that investment below its cost.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

The Company has not designated any financial assets, upon initial recognition, as at fair value through profit or loss.

3.8 Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company has classified accounts payables and accrued liabilities, due to related parties and current and long-term obligations as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated statement of comprehensive loss.

At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in profit or loss in the period in which they arise. The net gain or loss recognized in profit or loss excludes any interest paid on the financial liabilities.

The Company has not designated any financial liabilities, upon initial recognition, as at fair value through profit or loss.

3.9 Impairment of financial assets

The Company assesses at the end of each reporting period whether a financial asset is impaired.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

In relation to other receivables, a provision for impairment is made and an impairment loss is recognized in profit and loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

Available-for-sale

If an available-for-sale asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in profit or loss, is transferred from equity to profit or loss. Reversals in respect of equity instruments classified as available-for-sale are not recognized in profit or loss.

3.10 Derecognition of financial assets and financial liabilities

Financial assets are derecognized when the rights to receive cash flows from the assets expired or, the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

For financial liabilities, they are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

3.11 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

3.12 Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; a discounted cash flow analysis or other valuation models.

An analysis of fair values of financial instruments and further details as to how they are measured are provided in Note 12.

3.13 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statement of comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount, net of depreciation, that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

3.14 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as finance cost.

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground /environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets to the extent that it was incurred by the development / construction of the mine. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

The periodic unwinding of the discount is recognized in profit or loss as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur.

For closed sites, changes to estimated costs are recognized immediately in profit or loss.

3.15 Cash and cash equivalents

Cash and cash equivalents are comprised of cash at banks, on hand and any short-term investments maturing within ninety days.

3.16 Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

3.17 Net loss per share

Basic net loss per share includes no potential dilution and is computed by dividing the net loss attributable to common stockholders by the weighted average number of common shares outstanding for the period.

The basic and diluted net loss per share are the same as there are no instruments that have a dilutive effect on earnings.

3.18 Equipment

Equipment is recorded at cost and is depreciated using the straight-line method over their estimated useful lives. Equipment is depreciated over an estimated useful life ranging from two to five years.

When an item of equipment has different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the consolidated statement of comprehensive loss as incurred.

Depreciation methods and useful lives are reviewed at each reporting date and adjusted as required.

3.19 Leases

Operating lease payments are recognized as an expense on a straight-line basis over the lease term.

3.20 Share-based payment

The Company grants stock options to certain directors, employees, and consultants of the Company. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. The Company uses the Black-Scholes option-pricing model to determine the grant date fair-value of share-based awards.

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes, provides services that could be provided by a direct employee, or has authority and responsibility for planning, directing and controlling the activities of the Company, including non-executive directors. The fair value is measured at grant date and recognized over the period during which the options vest.

For consultants, the fair value of the award is recorded in income over the term of the service provided, and the fair value of the unvested amounts are revalued at each reporting period over the service period.

Consideration received on the exercise of stock options is recorded as issued capital and the related share-based compensation reserve is transferred to issued capital.

3.21 Significant accounting judgments and estimates

The preparation of these consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates relate to valuation of recoverability of other receivables, asset impairment testing and valuation of share-based compensation and warrants.

The most significant judgments relate to the recognition of deferred tax assets and liabilities and the determination of the economic viability of a project.

3.22 Changes in accounting policy and disclosures

New and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year, except for the following amendment to IFRS effective as of December 1, 2011:

IFRS 7 Financial Instruments: Disclosures – Enhanced Derecognition Disclosure Requirements

The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the Company's financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets. The amendment becomes effective for annual periods beginning on or after July 1, 2011. The Company does not have any assets with these characteristics so there has been no effect on the presentation of its financial statements.

3.23 Standards issued but not yet effective

At the date of approval of the consolidated financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective. The standards, amendments and interpretations issued, which the Company reasonably expects to be applicable at a future date, are listed below. The Company intends to adopt those standards, amendments and interpretations when they become effective. The Company expects no material impact from the adoption of these standards, amendments and interpretations on its financial position or performance.

IAS 1 Presentation of Items of Other Comprehensive Income – Amendments to IAS 1

The amendments to IAS 1 change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time would be presented separately from items that will never be reclassified. The amendment becomes effective for annual periods beginning on or after July 1, 2012. The Company has not evaluated the impact of the adoption of the new standard.

IAS 12 Income Taxes (Amendment) – Deferred Taxes: Recovery of Underlying Assets

The amendment clarified the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in IAS 40 should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in IAS 16 always be measured on a sale basis of the asset. The amendment becomes effective for annual periods beginning on or after January 1, 2012. The Company has not evaluated the impact of the adoption of the new standard.

IAS 27 Separate Financial Statements (as revised in 2011)

As a consequence of the new IFRS 10 and IFRS 12, what remains in IAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The Company does not present separate financial statements. The amendment becomes effective for annual periods beginning on or after January 1, 2013. The Company has not evaluated the impact of the adoption of the new standard.

IAS 28 Investments in Associates and Joint Ventures (as revised in 2011)

As a consequence of the new IFRS 11 and IFRS 12, IAS 28 has been renamed IAS 28 Investments in Associates and Joint Ventures, and describes the application of the equity method to investments in joint ventures in addition to associates. The amendment becomes effective for annual periods beginning on or after January 1, 2013. The Company has not evaluated the impact of the adoption of the new standard.

IFRS 9 Financial Instruments: Classification and Measurement

IFRS 9 as issued reflects the first phase of the IASBs work on the replacement of IAS 39 and applies to classification and measurement of financial assets as defined in IAS 39. The standard was initially effective for annual periods beginning on or after January 1, 2013, but *Amendments to IFRS 9 Mandatory Effective Date of IFRS 9 and Transition Disclosures*, issued in December 2011, moved the mandatory effective date to January 1, 2015. The Company has not evaluated the impact of the adoption of the new standard.

IFRS 10 Consolidated Financial Statements

IFRS 10 establishes control as the basis for an investor to consolidate its investees; and defines control as an investor's power over an investee with exposure, or rights, to variable returns from the investee and the ability to affect the investor's returns through its power over the investee. It replaces SIC-12 – Consolidation – Special Purpose Entities and the requirements relating to consolidated financial statements in IAS 27 – Consolidated and Separate Financial Statements. This standard becomes effective for annual periods beginning on or after January 1, 2013. The Company has not evaluated the impact of the adoption of the new standard.

IFRS 11 Joint Arrangements

IFRS 11 requires a venture to classify its interest in a joint arrangement as a joint venture or joint operation. It requires that a joint operator recognize and measure the assets, liabilities, revenues and expenses in relation to its interest in the joint arrangement in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses, while a joint venturer recognizes its investment in a joint arrangement using the equity method. This standard becomes effective for annual periods beginning on or after January 1, 2013. The Company has not evaluated the impact of the adoption of the new standard.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 is a new standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purposes vehicles and other off balance sheet vehicles. The standard becomes effective for annual periods beginning on or after January 1, 2013. The Company has not evaluated the impact of the adoption of the new standard.

IFRS 13 Fair Value Measurement

IFRS 13 establishes new guidance on fair value measurement and disclosure requirements. It requires entities to disclose information about the valuation techniques and inputs used to measure fair value. This standard is effective for annual periods beginning on or after January 1, 2013. The Company has not evaluated the impact of the adoption of the new standard.

IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine

IFRIC 20 applies to waste removal (stripping) costs incurred in surface mining activity, during the production phase of the mine. The interpretation addresses the accounting for the benefit from the stripping activity. The interpretation is effective for annual periods beginning on or after January 1, 2013. The Company has not evaluated the impact of the adoption of the new standard.

4. Equipment

| | Computer Equipment (\$) | Exploration Equipment (\$) | Furniture and Fixtures (\$) | Leasehold Improvement (\$) | Vehicles (\$) | Total (\$) |
|---------------------------------|-------------------------------|----------------------------------|--------------------------------------|----------------------------------|------------------|---------------|
| Cost | | | | | | |
| Balance at November 30, 2011 | 39,718 | - | 20,093 | 1,447 | - | 61,258 |
| Additions | 28,322 | 28,367 | 8,686 | - | 21,784 | 87,159 |
| Balance at November 30, 2012 | 68,040 | 28,367 | 28,779 | 1,447 | 21,784 | 148,417 |
| Accumulated Depreciation | | | | | | |
| Balance at November 30, 2011 | 4,231 | - | 1,674 | 302 | - | 6,207 |
| Depreciation for the year | 15,517 | 946 | 4,309 | 723 | 727 | 22,222 |
| Balance at November 30, 2012 | 19,748 | 946 | 5,983 | 1,025 | 727 | 28,429 |
| Net Book Value | | | | | | |
| At November 30, 2011 | 35,487 | - | 18,419 | 1,145 | - | 55,051 |
| At November 30, 2012 | 48,292 | 27,421 | 22,796 | 422 | 21,057 | 119,988 |

5. Exploration and Evaluation Assets

| | For the year ended November 30, | |
|--|------------------------------------|--------------|
| | 2012 (\$) | 2011 (\$) |
| Balance at the beginning of year | 188,038 | 25,000 |
| Mineral properties acquired | 11,355,278 | - |
| Mineral property option payment | 186,000 | 142,500 |
| Mineral rights acquired | 1,376 | 20,538 |
| Foreign currency translation adjustments | (369,911) | - |
| Balance at the end of year | 11,360,781 | 188,038 |

Exploration and evaluation assets on a project basis are as follows:

| | November 30, 2012 (\$) | November 30, 2011 (\$) |
|--------------------------|------------------------------|------------------------------|
| Cachoeira | 10,935,205 | - |
| Montes Áureos and Trinta | 238,956 | 167,500 |
| Apa High | 98,400 | - |
| Artulândia | 70,528 | - |
| Pireneus | 17,433 | 20,198 |
| Maua | 259 | 340 |
| Total | 11,360,781 | 188,038 |

The Company's exploration and evaluation assets are detailed below:

Cachoeira

On September 24, 2012 (the "Cachoeira Closing Date"), the Company acquired a 100% interest in the Cachoeira gold project in Pará State, Brazil (the "Cachoeira Project") from Luna Gold Corp. ("Luna"). The transaction was completed under the terms of a share purchase agreement dated July 10, 2012 between Brazil Resources and Luna (the "Cachoeira Agreement"), pursuant to which Brazil Resources acquired all of the issued and outstanding shares of BRI International Corp. (formerly Luna Gold (International) Corp.).

The Company paid \$500,000 cash (paid) and issued 1,428,000 BRI Shares (issued with fair value of \$1,685,040) to Luna at closing (the "1st Payment"). Pursuant to the Cachoeira Agreement, the following additional payments are to be made by the Company to Luna:

- \$300,000 cash and 1,214,000 BRI Shares within 12 months of closing the transaction (the "2nd Payment");
- \$300,000 cash and 1,214,000 BRI Shares within 30 days of receipt of approval of a mine development plan by the Brazilian National Department of Mining Production ("DNPM") and the environmental preliminary licenses for a gold mining operation relating to the Cachoeira Project (the "3rd Payment");
- \$2,500,000, payable in cash or BRI Shares, at the Company's sole discretion, upon commencing mine construction at the Cachoeira Project, consisting of completion of \$500,000 of expenditures towards such construction (the "4th Payment"); and
- \$3,000,000, payable in cash or BRI Shares, at the Company's sole discretion, one year after achieving commercial production at the Cachoeira Project (the "5th Payment").

Notwithstanding the foregoing milestones, all of the payments from the Company to Luna will become due and payable four years after the closing date of the transaction. Any discretionary share-based payments will be valued based on the volume weighted average trading price of the BRI Shares for the 10 days prior to such payment. The Company's payment obligations are evidenced by a promissory note issued by the Company to Luna, containing customary events of default and acceleration provisions, and are secured by security interests granted by the Company and its subsidiaries to Luna against, among other things, interests in the Cachoeira Project and the shares of the subsidiaries to be acquired under the Cachoeira Agreement.

In addition, the Cachoeira Project is subject to a 4.0% net smelter royalty payable by our subsidiary on future production to third parties. If production is not achieved at the Cachoeira Project by March 10, 2014, a US\$300,000 per year payment in lieu of the royalty will be payable to the third parties until such time as production is achieved at the Cachoeira Project.

The Company has determined that these transactions are related and together (the "Cachoeira Acquisition") represents an asset acquisition with the Company identified as the acquirer.

The tables below present the purchase cost and the allocation of the purchase price with respect to the valuation of individual asset groups and determination of tax values of the assets and liabilities acquired. For the purpose of these consolidated financial statements, the purchase consideration has been allocated to the fair value of assets acquired and liabilities assumed, based on management's best estimates and all available information at the time of the Cachoeira Acquisition.

The BRI Shares have been valued at \$1.18 per share, the closing BRI Shares price as traded on the Cachoeira Closing Date. The cash payments due have been discounted using an interest rate of 10%.

| | Purchase Price (\$) |
|---|------------------------|
| 1 st Payment - \$500,000 cash (paid) and 1,428,000 BRI Shares (issued) | 2,185,040 |
| 2 nd Payment - \$300,000 cash and 1,214,000 BRI Shares | 1,705,247 |
| 3 rd Payment - \$300,000 cash and 1,214,000 BRI Shares | 1,637,371 |
| 4 th Payment - \$2,500,000 in cash or BRI Shares | 2,500,000 |
| 5 th Payment - \$3,000,000 in cash or BRI Shares | 3,000,000 |
| Transaction cost | 249,275 |
| Total | 11,276,933 |

| | Purchase Price Allocation (\$) |
|--|-----------------------------------|
| Assets | |
| Equipment | 67,624 |
| Exploration and evaluation assets | 11,258,650 |
| | 11,326,274 |
| Liabilities | |
| Account payables and accrued liabilities | 49,341 |
| Net assets acquired | 11,276,933 |

Montes Áureos and Trinta

On September 30, 2010, the Company entered into the Option and Joint Venture Agreement with Apoio Engenharia e Mineração (the "Montes Áureos Agreement"). Pursuant to the Montes Áureos Agreement, the Company has the option to acquire an initial 51% undivided interest in the Montes Áureos Project over a three year period, from September 30, 2010 to September 30, 2013, and an additional 46% undivided interest over an additional two year period, from September 30, 2013 to September 30, 2015. On June 20, 2011, the Company amended the terms of the Montes Áureos Agreement by adding the options to acquire Trinta Project for no additional consideration. The Trinta property is subject to the same option terms stipulated in the Montes Áureos Agreement.

The Montes Áureos Project is located within the Gurupi gold belt, a gold-producing area in the Pará and Maranhão states in north-eastern Brazil, comprised of a 4,942 acre exploration license. The 23,643 acre Trinta Project is located approximately 3 kilometers northeast of the Montes Áureos Project.

The initial option commitments are as follows:

- (1) a cash payment of US\$25,000 within seven calendar days of September 30, 2010 (paid);
- (2) share issuances of 325,000 BRI Shares in the following manner:
 - (a) 125,000 BRI Shares on or before September 30, 2011 (issued with fair value of \$142,500);
 - (b) 100,000 additional BRI Shares on or before September 30, 2012 (issued with fair value of \$104,000); and
 - (c) 100,000 additional BRI Shares on or before September 30, 2013;
- (3) incur exploration expenditures totalling US\$1,750,000 in the following manner:
 - (a) US\$250,000 of the expenditures on or before September 30, 2011 (incurred);
 - (b) US\$500,000 of additional expenditures on or before September 30, 2012 (incurred); and
 - (c) US\$1,000,000 of additional expenditures on or before September 30, 2013 (partially incurred);
- (4) make all necessary payments in order to keep the Montes Áureos and Trinta projects in good standing during the term of the Montes Áureos Agreement.

The Company has the option (the "Second Option") to earn an additional 46% undivided interest in the Montes Áureos and Trinta projects over a two year period, from September 30, 2013 to September 30, 2015. Additional option payments are as follows:

- (1) a cash payment of US\$1,000,000 on or before September 30, 2015;
- (2) share issuances of 700,000 BRI Shares in the following manner:
 - (a) 200,000 BRI Shares on or before September 30, 2014; and
 - (b) 500,000 additional BRI Shares on or before September 30, 2015;
- (3) incur exploration expenditures to a maximum of US\$3,000,000 on or before September 30, 2015, in the following manner:
 - (a) US\$1,000,000 of the expenditures on or before September 30, 2014; and
 - (b) the lesser of either US\$2,000,000 of additional expenditures or an amount of expenditures as may be required in order for the Company to obtain a feasibility study respecting any of the interests comprising the Montes Áureos and Trinta projects on or before September 30, 2015.

Upon the Company exercise of the Second Option, Apoio Engenharia e Mineração will have a 3% carried interest in the expenditures until such time as a positive feasibility study is completed. Thereafter, either party may elect to dilute their interest in accordance with the terms and conditions of the Agreement. If such dilution reduces a party's interest below 3%, the interest will convert to a 1.5% net smelter return royalty.

Apa High

On October 4, 2012, the Company announced that it acquired through its wholly owned Paraguayan subsidiary, a mineral concession from the Republic of Paraguay, covering 198,068 hectares (489,426 acres) in Concepcion State, Paraguay, (the "Apa High Project"). The Apa High Project area is contiguous with the Brazilian border and is located along the southern extension of the Cuiaba Gold Belt, Mato Grosso State Brazil. The area was acquired by the Company through Resolution 1692 issued by the Paraguayan Ministry of Public Works and Communication ("MOPC"), which includes the Vice Ministry of Mines and Energy. The resolution allows the Company to conduct initial prospecting and exploration activities over the concession area for a period of eight years subject to acquiring the required licenses.

Artulândia

On December 8, 2011, the Company announced that its wholly-owned subsidiary entered into an option agreement (the "Artulândia Option Agreement") to acquire a 100% undivided interest in the 12,000 acre Artulândia Property located in Goiás State, Brazil. The Artulândia Property is within the Company's Pireneus district. Goiás State is an emerging gold-producing district with major international miners.

Pursuant to the Artulândia Option Agreement, a wholly-owned subsidiary of the Company was granted the option in consideration for an initial payment of \$57,000 (Brazilian Real ("R") \$100,000) paid to Rodrigo Vasconcellos De Moraes E Silva. Under the option, the Company may acquire a 100% interest in the mineral licences underlying the Artulândia Property by making additional payments of approximately: (i) \$25,000 (R\$50,000) within 6 months (paid); and (ii) \$100,000 (R\$200,000) within 12 months of the date of the Artulândia Option Agreement (paid on December 3, 2012). If the option is exercised, an additional \$500,000 (R\$1,000,000) will be payable by the Company upon completion of a positive National Instrument 43-101-compliant pre-feasibility study. The vendor will retain a 1.5% net smelter return royalty on gold production from the property, which may be reduced to 0.5%, at the option of the Company, for a further payment of \$600,000 (R\$1,200,000). Amounts payable by the Company under the Artulândia Option Agreement are in Brazilian Real.

Pireneus

On November 29, 2011, the Company announced it had staked 247,000 acres covering the Pireneus region in Goias State, Brazil. The Pireneus project area, which contains several occurrences of historic artisanal gold mining operations, is located approximately 150 kilometers west of Brasilia, the capital city of Brazil.

The staked area is being acquired by the Company through an application to the DNPM. The pending application awaits final publication in the Diario Oficial da Uniao (National Gazette). The acquisition of the mineral rights paid to DNPM during the year ended November 30, 2012 was \$1,376 (2011: \$20,198).

Maua

On September 15, 2011, the Company acquired the 24,678 acre Maua Project in the Gurupi Gold Belt located in Maranhão State, Brazil, and is located approximately 2.5 kilometers west of the Company's Montes Áureos Gold Project.

The Maua property mineral rights were acquired through an application to the DNPM.

Exploration expenses on a project basis are as follows:

| | For the year ended | | For the period from incorporation, September 9, 2009, to |
|---------------|--------------------|-------------------|--|
| | November 30, 2012 | November 30, 2011 | November 30, 2012 |
| | (\$) | (\$) | (\$) |
| Cachoeira | 179,935 | - | 179,935 |
| Montes Áureos | 492,739 | 856,402 | 1,600,559 |
| Trinta | 71,226 | 81,573 | 152,799 |
| Apa High | 12,498 | - | 12,498 |
| Artulândia | 654,773 | - | 654,773 |
| Pireneus | 10,709 | 21,167 | 31,876 |
| Maua | 19,320 | 30,435 | 49,755 |
| Total | 1,441,200 | 989,577 | 2,682,195 |

6. Cash

| | November 30, 2012 | November 30, 2011 |
|--------------------------|----------------------|----------------------|
| | (\$) | (\$) |
| Cash consists of: | | |
| Cash at bank and on hand | 5,520,141 | 5,962,909 |
| Total | 5,520,141 | 5,962,909 |

No income tax or interest has been paid during the year ended November 30, 2012 and 2011.

7. Other Receivables

| | November 30, 2012 (\$) | November 30, 2011 (\$) |
|---------------------------------|------------------------------|------------------------------|
| Harmonized sales tax receivable | 84,324 | 44,718 |
| Refundable advance | 50,000 | 50,000 |
| Accrued interest | 5,988 | - |
| Other | 1,369 | 606 |
| Total | 141,681 | 95,324 |

As at November 30, 2012 and 2011, the Company has no trade receivables, and a receivable of \$50,000 was outstanding for a refundable advance towards a property acquisition for which the Company has requested repayment.

8. Accounts Payable and Accrued Liabilities

| | As at November 30, 2012 (\$) | As at November 30, 2011 (\$) |
|-----------------------------|------------------------------------|------------------------------------|
| Trade payables | 171,186 | 313,640 |
| Accrued liabilities | 80,061 | 56,671 |
| Payroll and tax withholding | 65,304 | 13,523 |
| Total | 316,551 | 383,834 |

9. Long-Term Obligations

All long-term obligations relating to acquisition of Cachoeira Project have been reflected as of November 30, 2012. The cash payments due have been discounted using an interest rate of 10%.

| | Stated Value as at Cachoeira Closing Date (\$) | Discount (\$) | Net Present Value as at November 30, 2012 (\$) |
|-----------------------|---|------------------|---|
| Cash payments | 600,000 | (122,422) | 477,578 |
| | 600,000 | (122,422) | 477,578 |
| Less: current portion | (300,000) | 27,273 | (272,727) |
| Total | 300,000 | (95,149) | 204,851 |

10. Share Capital

10.1 Authorized

The authorized share capital of the Company is comprised of an unlimited number of common shares without par value.

10.2 Private Placement

On December 28, 2011, the Company completed a non-brokered private placement (the "Private Placement") of 4,324,136 BRI Shares at a subscription price of \$1.10 per BRI Share for aggregate gross proceeds of \$4,756,550. In connection with the Private Placement, the Company paid cash commissions equal to 6% on a portion of the gross proceeds derived from the sale of the BRI Shares in the aggregate amount of \$246,213, and \$16,460 to its legal adviser.

10.3 Issued Capital

| | Notes | Number of Shares | Amount (\$) |
|--|-------|------------------|----------------|
| Balance at November 30, 2010 | | 31,164,889 | 6,885,702 |
| Share redeemed by the Company | | (1) | - |
| Initial public offering @ \$0.65 per share | | 3,800,000 | 2,470,000 |
| Issuance of Agent's Shares | | 76,923 | 50,000 |
| Share issuance cost | | - | (301,623) |
| Issued pursuant to the Montes Áureos Agreement | 5 | 125,000 | 142,500 |
| Balance at November 30, 2011 | | 35,166,811 | 9,246,579 |
| Private Placement @ \$1.10 per share | | 4,324,136 | 4,756,550 |
| Share issuance cost | | - | (262,673) |
| Exercise of broker warrants | | 311,200 | 256,367 |
| Issued pursuant to the Cachoeira Agreement | 5 | 1,428,000 | 1,685,040 |
| Issued pursuant to the Montes Áureos Agreement | 5 | 100,000 | 104,000 |
| Balance at November 30, 2012 | | 41,330,147 | 15,785,863 |

10.4 Share Issuance Obligations

Pursuant to the Cachoeira Agreement, the following BRI Shares payments are to be made by the Company to Luna:

| | Price of BRI Share at Cachoeira Closing Date (\$) | Share Issuance Obligations (\$) |
|---|--|---------------------------------------|
| 2 nd Payment - 1,214,000 BRI Shares | 1.18 | 1,432,520 |
| 3 rd Payment - 1,214,000 BRI Shares | 1.18 | 1,432,520 |
| 4 th Payment - \$2,500,000 in cash or BRI Shares | | 2,500,000 |
| 5 th Payment - \$3,000,000 in cash or BRI Shares | | 3,000,000 |
| Total | | 8,365,040 |

10.5 Reserves

| | Share Options (\$) | Broker Warrants (\$) | Total (\$) |
|------------------------------|-----------------------|-------------------------|---------------|
| Balance at November 30, 2010 | - | - | - |
| Issuance of broker warrants | - | 54,087 | 54,087 |
| Share-based compensation | 491,867 | - | 491,867 |
| Balance at November 30, 2011 | 491,867 | 54,087 | 545,954 |
| Exercise of broker warrants | - | (54,087) | (54,087) |
| Share-based compensation | 635,332 | - | 635,332 |
| Balance at November 30, 2012 | 1,127,199 | - | 1,127,199 |

10.6 Broker Warrants

| | Number of Broker Warrants | Weighted Average Exercise Price (\$) |
|------------------------------|------------------------------|--|
| Balance at November 30, 2010 | - | - |
| Issued | 311,200 | 0.65 |
| Balance at November 30, 2011 | 311,200 | 0.65 |
| Exercised | (311,200) | 0.65 |
| Balance at November 30, 2012 | - | - |

10.7 Share Options

The Company's stock option plan (the "Option Plan") was approved by the Board of Directors of the Company (the "Board") on January 28, 2011. Pursuant to the terms of the Option Plan, the Board may designate directors, senior officers, employees and consultants of the Company eligible to receive incentive stock options (the "Options") to acquire such numbers of BRI Shares as the Board may determine, each Option so granted being for a term specified by the Board up to a maximum of five years from the date of grant. The options vest in accordance with the vesting schedule during the optionee's continual service with the Company. There are no cash settlement alternatives. The maximum number of BRI Shares reserved for issuance for Options granted under the Option Plan at any time is 10% of the issued and outstanding BRI Shares in the capital of the Company. The Option Plan was affirmed, ratified and approved by the Company's shareholders in accordance with its term at the Annual General Meeting held on November 29, 2012.

The changes in the Options during the year ended November 30, 2012 and 2011 were as follows:

| | Number of Options | Weighted Average Exercise Price (\$) |
|------------------------------|----------------------|--|
| Balance at November 30, 2010 | - | - |
| Granted | 1,587,500 | 1.22 |
| Balance at November 30, 2011 | 1,587,500 | 1.22 |
| Granted | 445,000 | 1.20 |
| Expired/Forfeited | (28,750) | 1.20 |
| Balance at November 30, 2012 | 2,003,750 | 1.22 |

A summary of Options granted during Fiscal Year 2012 using the Black-Scholes option pricing model is presented below:

| Date | Options Issued | Exercise Price (\$) | Term (years) | Fair Value (\$) | Expected Life (years) | Risk-Free Interest Rate (%) | Dividend Yield (%) | Expected Volatility (%) |
|------------------|----------------|---------------------|--------------|-----------------|-----------------------|-----------------------------|--------------------|-------------------------|
| January 11, 2012 | 15,000 | 1.30 | 5 | 0.54 | 2.88 | 1.07 | 0.00 | 84.00 |
| February 7, 2012 | 150,000 | 1.50 | 5 | 0.55 | 2.75 | 1.12 | 0.00 | 82.71 |
| April 23, 2012 | 130,000 | 1.20 | 5 | 0.73 | 2.97 | 1.41 | 0.00 | 82.73 |
| June 22, 2012 | 150,000 | 0.90 | 5 | 0.59 | 2.83 | 1.13 | 0.00 | 83.60 |
| | 445,000 | | | 0.61 | | | | |

During Fiscal Year 2012, the weighted average fair value of Options granted was \$0.61 (2011: \$0.64).

A summary of Options outstanding and exercisable at November 30, 2012:

| Range of Exercise Prices | Options Outstanding | | | Options Exercisable | | |
|--------------------------|-------------------------------|--------------------------------------|---|-------------------------------|--------------------------------------|---|
| | Number of Options Outstanding | Weighted Average Exercise Price (\$) | Weighted Average Remaining Contractual Life (years) | Number of Options Exercisable | Weighted Average Exercise Price (\$) | Weight Average Remaining Contractual Life (years) |
| \$0.90 to \$1.05 | 150,000 | 0.90 | 4.56 | 37,500 | 0.90 | 4.56 |
| \$1.06 to \$1.25 | 1,388,750 | 1.20 | 3.89 | 1,178,333 | 1.20 | 3.87 |
| \$1.26 to \$1.40 | 315,000 | 1.30 | 3.66 | 307,500 | 1.30 | 3.65 |
| \$1.40 to \$1.50 | 150,000 | 1.50 | 4.19 | 112,500 | 1.50 | 4.19 |
| | 2,003,750 | 1.22 | 3.93 | 1,635,833 | 1.23 | 3.86 |

The fair value of the Options recognized as expense during the year ended November 30, 2012 was \$635,332 (2011: \$491,867) using the Black-Scholes option pricing model.

BRI Shares commenced trading on the TSX-V on May 16, 2011. Due to the short period of trading history, the expected volatility is based on the historical share price volatility of a group of comparable companies in the mining sector for a period similar to the expected life of the options.

11. Capital Risk Management

The Company's objectives are to safeguard the Company's ability to continue as a going concern in order to support the Company's normal operating requirements, continue the development and exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

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

At November 30, 2012, the Company's capital structure consists of the equity of the Company (Note 10). The Company is not subject to any externally imposed capital requirements. In order to maximize ongoing development efforts, the Company does not pay dividends.

12. Financial Instruments

The Company's financial assets include cash and other receivables. The Company's financial liabilities include accounts payable and accrued liabilities, due to related parties and current and long-term obligations. The Company uses the following hierarchy for determining and disclosing fair value of financial instruments:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs have a significant effect on the recorded fair value which are observable, either directly or indirectly.
- Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table sets forth the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy. As at November 30, 2012, those financial assets and liabilities are classified in their entirety based on the level of input that is significant to the fair value measurement.

| | Level 1 (\$) | Level 2 (\$) | Level 3 (\$) | Total (\$) |
|--|-----------------|-----------------|-----------------|---------------|
| Financial Assets | | | | |
| Cash | 5,520,141 | - | - | 5,520,141 |
| Other receivables | 141,681 | - | - | 141,681 |
| Financial Liabilities | | | | |
| Account payables and accrued liabilities | 316,551 | - | - | 316,551 |
| Due to related parties | 7,182 | - | - | 7,182 |
| Current portion of long-term obligations | - | 272,727 | - | 272,727 |
| Long-term obligations | - | 204,851 | - | 204,851 |

12.1 Financial risk management objectives and policies

The financial risk arising from the Company's operations are currency risk, credit risk, liquidity risk and commodity price risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how the Company mitigates these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

12.2 Currency risk

The Company's operating expenses and acquisition costs are denominated in U.S. dollars, the Brazilian Real and Canadian dollars. The exposure to exchange rate fluctuations arises mainly on foreign currencies against the Company's functional currency, being the Canadian dollar. The Company does not have any significant foreign currency denominated monetary liabilities.

The Company has not entered into any derivative instruments to manage foreign exchange fluctuations; however, Management monitors foreign exchange exposure.

The Canadian dollar equivalents of the Company's foreign currency denominated monetary assets are as follows:

| | As at November 30, 2012 (\$) | As at November 30, 2011 (\$) |
|----------------------|------------------------------------|------------------------------------|
| Assets | | |
| United States Dollar | 33,582 | 14,443 |
| Brazilian Real | 153,804 | 51,774 |
| Total | 187,386 | 66,217 |

The following table demonstrates the sensitivity to a 5% change in the exchange rate of the foreign currencies to Canadian dollar on the Company's foreign currency denominated financial instruments based on balances at November 30, 2012 and 2011.

| | Effect on loss for the year ended November 30, 2012 Increase/(Decrease) (\$) | Effect on loss for the year ended November 30, 2011 Increase/(Decrease) (\$) |
|------|---|---|
| +5% | 9,369 | 3,311 |
| - 5% | (9,369) | (3,311) |

12.3 Interest rate risk

The Company is not exposed to interest rate risk as the Company has no outstanding debt or short and long-term investments. As such, the Company has not entered into any derivative instruments to manage interest rate fluctuations.

12.4 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. Credit risk for the Company is primarily associated with the Company's bank balances, the harmonized sales tax receivable ("HST") and refundable cash advances towards contemplated transactions.

The Company mitigates credit risk associated with its bank balance by only holding cash with large, reputable financial institutions.

The HST receivable includes amounts that have been accumulated to date in the Company. At November 30, 2012, 100% of the HST receivable was due from the Canadian Government Taxation Authority.

When entering into property acquisition agreements, the Company uses industry standard agreements and initial payments or advances prior to closing of transactions are meant to be refundable in the event completion of a transaction is not attained. Furthermore, deposit amounts are kept to a minimum in order to mitigate any credit risk associated with a pending transaction.

12.5 Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. To manage liquidity risk, the Company closely monitors its liquidity position and ensures it has adequate sources of funding to finance its projects and operations. The directors of the Company are of the opinion that, taking the Company's cash reserves and external financial resources into account, the Company has sufficient working capital for its present obligations for at least the next twelve months commencing from November 30, 2012. The Company's working capital as at November 30, 2012 was \$5,222,923. The Company's other receivables,

deposits, accounts payable and accrued liabilities and due to related parties are expected to be realized or settled, respectively, within a one year period.

12.6 Commodity price risk

The Company's profitability is dependent on prices of the minerals it is able to realize. Mineral prices are affected by numerous factors such as interest rates, exchange rates, inflation or deflation and global and regional supply and demand. The Company currently has no mines in production and therefore has limited exposure to commodity price risk.

13. Income Tax

The Company is subject to Canadian federal and provincial tax for the estimated profit at a rate of 25.13% and 26.67% for the year ended November 30, 2012 and 2011. The Company had no assessable profit for the years ended November 30, 2012 and 2011.

The tax expense for the Company can be reconciled to the consolidated statement of comprehensive loss for the years ended November 30, 2012 and 2011 as follows:

| | For the year ended | |
|---|--------------------|-------------------|
| | November 30, 2012 | November 30, 2011 |
| | (\$) | (\$) |
| Net loss for the year | 4,537,369 | 3,146,707 |
| Statutory rate | 25.13% | 26.67% |
| Recovery of income taxes at statutory rates | 1,141,551 | 839,630 |
| Non-deductible permanent differences | (673,736) | (569,210) |
| Income tax rate differences | (2,327) | 16,901 |
| Change in benefits not recognized | (520,555) | (321,988) |
| Other | 55,067 | 34,667 |
| Tax recovery for the year | - | - |

The deferred income tax assets for the Company that have not been recognized due to the uncertainty of future taxable income are as follows:

| | As at November 30, | As at November 30, |
|------------------------------------|--------------------|--------------------|
| | 2012 | 2011 |
| | (\$) | (\$) |
| Non-capital loss carry forward | 829,781 | 359,872 |
| Mineral properties | 63,265 | 49,823 |
| Share issue costs | 98,278 | 61,075 |
| Cumulative eligible capital | 24,152 | 24,152 |
| | 1,015,476 | 494,922 |
| Deferred tax assets not recognized | (1,015,476) | (494,922) |
| | - | - |

The Company has available non-capital losses which may be carried forward to reduce taxable income in future years. The non-capital losses will expire as follows:

| | As at November 30, 2012 (\$) | As at November 30, 2011 (\$) |
|--------------|------------------------------------|------------------------------------|
| Year 2029 | 2,320 | 2,320 |
| Year 2030 | 320,403 | 320,403 |
| Year 2031 | 1,116,765 | 1,116,765 |
| Year 2032 | 1,879,634 | - |
| Total | 3,319,122 | 1,439,488 |

14. Related Party Transactions

14.1 Related Party Transactions

During the year ended November 30, 2012, the Company had the following transactions with related parties:

- incurred \$36,330 (2011: \$24,481) in general and administrative expenses related to website design, hosting services and marketing services paid to a company controlled by a direct family member of a director; and
- incurred \$8,000 (2011: nil) in consulting fees paid to a direct family member of a director for corporate development services.

The balance due to related parties of \$7,182 as at November 30, 2012 (2011: \$2,884) relates entirely to amounts due to a company controlled by a direct family member of a director, and was unsecured, interest-free and repayable on demand.

14.2 Transactions with Key Management Personnel

| | For the year ended | |
|--|---------------------------|---------------------------|
| | November 30, 2012 (\$) | November 30, 2011 (\$) |
| Fees, salaries and benefits ⁽¹⁾ | 320,868 | 64,917 |
| Share-based compensation | 217,443 | 168,575 |
| Total | 538,311 | 233,492 |

(1) Total Directors' fees, salaries and benefits of \$558,737 disclosed on the consolidated statement of comprehensive loss includes \$162,618 paid to the Company's Chief Executive Officer and Chief Financial Officer, \$158,250 paid to the Company's directors, and \$237,869 paid for employees' salaries and benefits.

Total compensation payable, including share-based compensation, to members of management and directors in the year ended November 30, 2012 was \$538,311 (2011: \$233,492). Compensation is comprised entirely of employment and similar forms of remuneration. Management includes the Chief Executive Officer and Chief Financial Officer, who are also directors of the Company.

15. Operating Segments

The Company conducts its business as a single operating segment, being the acquisition, exploration and development of mineral properties. Substantially all of the Company's assets and liabilities are held within Brazil and as such Company only has one reporting segment.

16. Commitments

In addition to the Cachoeira Agreement, Montes Áureos Agreement and Artulândia Option Agreement (note 5), as at November 30, 2012, the Company has entered into consulting and corporate development agreements, which require the Company to pay the following amounts for the following period:

| | |
|-------|------------|
| 2013 | \$ 118,040 |
| Total | \$ 118,040 |

The Company is renting or leasing various offices located in Canada and Brazil with total monthly payments of \$4,612. Office lease agreements expire between June 2013 to October 2013.

17. Subsequent Events

In a news release dated March 1, 2013, the Company announced the appointment of Former Minister of Natural Resources, the Honourable Herb Dhaliwal, to its board of directors.

The board of directors appointed the Honourable Herb Dhaliwal to replace Enzo Garayp who will continue as a member of the Company's advisory board.

In connection with his appointment to the Company's board of directors, the Company granted 25,000 Options to Mr. Dhaliwal. The Options have an exercise price of \$1.10 per common share, representing the market price for the common shares on February 28, 2013, are valid for a period of five years and vest over a period of twelve months. The grant of Options is subject to the acceptance of the TSX Venture Exchange.