



ALTIUS MINERALS CORPORATION

*Condensed Consolidated Interim Financial Statements
For the three and nine months ended
January 31, 2013 and 2012
(Unaudited)*



ALTIUS MINERALS CORPORATION

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ALTIUS MINERALS CORPORATION

Condensed Consolidated Interim Balance Sheets

(Unaudited - In thousands of Canadian dollars)

As at

	<u>Note #</u>	January 31, 2013 \$	April 30, 2012 \$
ASSETS			
Current assets			
Cash and cash equivalents		38,898	50,374
Marketable securities		116,042	111,640
Accounts receivable and prepaid expenses		1,589	1,548
Income taxes receivable		564	6,801
		157,093	170,363
Non-current assets			
Exploration and evaluation assets	5	3,023	3,238
Royalty interest in mineral property		8,383	9,182
Property and equipment		207	256
Investments in associates	6	75,281	79,906
Mining and other investments	7	34,935	32,079
Deferred income taxes	8	2,171	1,539
		124,000	126,200
TOTAL ASSETS		281,093	296,563
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		1,805	2,259
		1,805	2,259
Non-current liabilities			
Other liabilities	11	1,952	1,481
Deferred income taxes	8	9,137	10,628
		12,894	14,368
EQUITY			
Shareholders' equity		265,216	280,204
Non-controlling interest		2,983	1,991
		268,199	282,195
TOTAL LIABILITIES AND EQUITY		281,093	296,563

see accompanying notes to the unaudited condensed consolidated interim financial statements



ALTIUS MINERALS CORPORATION

Condensed Consolidated Interim Statements of (Loss) Earnings

(Unaudited - In thousands of Canadian dollars, except per share amounts)

	Note #	Three months ended		Nine months ended	
		January 31,		January 31,	
		<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
		\$	\$	\$	\$
Revenue					
Royalty		794	1,192	2,245	3,004
Interest and investment		466	614	1,821	2,449
Other		106	3,999	215	4,143
		1,366	5,805	4,281	9,596
Expenses					
General and administrative	9	911	995	2,889	2,809
Amortization		270	252	856	803
Generative exploration		73	41	428	432
Royalty tax		159	239	449	601
Exploration and evaluation assets abandoned or impaired	5	139	91	140	1,201
Share-based compensation	11	862	120	549	459
		2,414	1,738	5,311	6,305
(Loss) Earnings before the following		(1,048)	4,067	(1,030)	3,291
(Loss) gain on disposal of investments	7	(1,353)	112	(1,725)	(243)
Unrealized (loss) gain on fair value adjustment of derivatives	7	(90)	(117)	94	(1,394)
Dilution gain on issuance of shares by associate	6	-	518	1,738	518
Share of loss in associates	6	(1,939)	(1,627)	(9,699)	(4,824)
(Loss) earnings before income taxes		(4,430)	2,953	(10,622)	(2,652)
Income tax (recovery) expense					
Current		95	(5)	848	928
Deferred		(767)	529	(2,281)	(1,367)
		(672)	524	(1,433)	(439)
Net (loss) earnings		(3,758)	2,429	(9,189)	(2,213)
Net (loss) earnings attributable to:					
Common shareholders		(3,627)	2,461	(9,369)	(1,995)
Non-controlling interest		(131)	(32)	180	(218)
		(3,758)	2,429	(9,189)	(2,213)
Net (loss) earnings per share					
- basic	10	(0.13)	0.08	(0.33)	(0.08)
- diluted	10	(0.13)	0.08	(0.33)	(0.08)

see accompanying notes to the unaudited condensed consolidated interim financial statements



ALTIUS MINERALS CORPORATION

Condensed Consolidated Interim Statements of Comprehensive (Loss) Earnings

(Unaudited - In thousands of Canadian dollars)

	Three months ended		Nine months ended	
	January 31,		January 31,	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
	\$	\$	\$	\$
Net loss	(3,758)	2,429	(9,189)	(2,213)
Other comprehensive (loss) earnings, net of tax				
Net unrealized gain (loss) on available-for-sale investments (net of deferred income taxes of \$370 (2012 - recovery of \$675))	1,214	355	2,780	(4,464)
Adjustment for realized loss on available-for-sale investments recognized in net earnings (net of deferred income taxes recovery of \$212 (2012 - \$53))	(482)	(43)	(1,388)	(304)
Total comprehensive (loss) earnings	(3,026)	2,741	(7,797)	(6,981)
Total comprehensive (loss) earnings attributable to:				
Common shareholders	(2,897)	2,644	(8,373)	(5,826)
Non-controlling interest	(129)	97	576	(1,155)
	(3,026)	2,741	(7,797)	(6,981)

see accompanying notes to the unaudited condensed consolidated interim financial statements



ALTIUS MINERALS CORPORATION

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited - In thousands of Canadian dollars)

	Note #	For the nine months ended January 31,	
		2013	2012
		\$	\$
Operating activities			
Net loss		(9,189)	(2,213)
Adjustments for:			
Generative exploration		428	432
Exploration and evaluation assets abandoned or impaired		140	1,201
Share-based compensation		549	459
Amortization		856	803
Loss on disposal of investments		1,725	243
Unrealized (gain) loss on fair value adjustment of derivatives		(94)	1,394
Non-cash other revenue		-	(3,944)
Share of loss in associates		9,699	4,824
Dilution gain on issuance of shares by associates		(1,738)	(518)
Income tax recovery		(1,433)	(439)
Income taxes received (paid)		5,389	(5,336)
		6,332	(3,094)
Changes in non-cash operating working capital	12	(410)	(767)
		5,922	(3,861)
Financing activities			
Payments from (to) non-controlling interests		416	(223)
Repurchase of common shares		(6,713)	(2,299)
Proceeds from exercise of stock options		20	1,043
		(6,277)	(1,479)
Investing activities			
Proceeds from sale of investments	7	6,919	3,720
Generative exploration		(428)	(432)
Exploration and evaluation assets, net of recoveries	5	75	(1,051)
(Increase) decrease in marketable securities		(4,402)	413
Acquisition of investments	6 & 7	(13,277)	(12,241)
Acquisition of property and equipment		(8)	(144)
		(11,121)	(9,735)
Net decrease in cash and cash equivalents		(11,476)	(15,075)
Cash and cash equivalents, beginning of period		50,374	64,551
Cash and cash equivalents, end of period		38,898	49,476

Supplemental cash flow information (Note 12)

see accompanying notes to the unaudited condensed consolidated interim financial statements



Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited - In thousands of Canadian dollars, except share amounts)

	<u>Common Shares</u>		Share-based Payment <u>Reserve</u>	Accumulated Other Comprehensive <u>(Loss) Earnings</u>	Retained <u>Earnings</u>	Total Shareholders' <u>Equity</u>	Non- controlling <u>interest</u>	Total <u>Equity</u>
	#	\$	\$	\$	\$	\$	\$	\$
Balance, April 30, 2011	28,815,895	75,505	4,320	4,357	206,912	291,094	3,946	295,040
Net loss and comprehensive loss, May 1, 2011 to October 31, 2011	-	-	-	(3,832)	(1,994)	(5,826)	(1,155)	(6,981)
Payments to non-controlling interest	-	-	-	-	-	-	(223)	(223)
Shares repurchased and cancelled	(210,933)	(557)	-	-	(1,742)	(2,299)	-	(2,299)
Share-based compensation	-	-	209	-	-	209	-	209
Shares issued under stock option plan	153,833	1,928	(885)	-	-	1,043	-	1,043
Balance, January 31, 2012	28,758,795	76,876	3,644	525	203,176	284,221	2,568	286,789
Net loss and comprehensive loss, November 1, 2011 to to April 30, 2012	-	-	-	(1,437)	(2,617)	(4,054)	(512)	(4,566)
Payments to non-controlling interest	-	-	-	-	-	-	(65)	(65)
Shares repurchased and cancelled	-	-	-	-	-	-	-	-
Share-based compensation	-	-	38	-	-	38	-	38
Shares issued under stock option plan	880	5	(6)	-	-	(1)	-	(1)
Balance, April 30, 2012	28,759,675	76,881	3,676	(912)	200,559	280,204	1,991	282,195
Net earnings (loss) and comprehensive loss, May 1, 2012 to January 31, 2013	-	-	-	996	(9,369)	(8,373)	576	(7,797)
Payments from (to) non-controlling interests	-	-	-	-	-	-	416	416
Shares repurchased under normal course issuer bid	(629,728)	(1,682)	-	-	(5,031)	(6,713)	-	(6,713)
Share-based compensation	-	-	78	-	-	78	-	78
Shares issued under stock option plan	18,071	89	(69)	-	-	20	-	20
Balance, January 31, 2013	28,148,018	75,288	3,685	84	186,159	265,216	2,983	268,199

see accompanying notes to the unaudited condensed consolidated financial statements



ALTIUS MINERALS CORPORATION

Notes to the unaudited condensed consolidated interim financial statements
January 31, 2013 and 2012

(Tabular amounts in thousands of Canadian dollars, except per share amounts)

1. NATURE OF OPERATIONS AND CORPORATE INFORMATION

Altius Minerals Corporation's ("Altius" or the "Corporation") principal business activities include the generation and acquisition of mineral properties, royalties, and investments. The Corporation prefers to generate alliances or corporate structures related to the mineral exploration and natural resource opportunities it generates, which results in the Corporation carrying minority and non-operating project or equity interests and/or royalty interests.

Altius Minerals Corporation is a publicly traded company, incorporated and domiciled in Canada. The address of its registered office is Suite 202, 66 Kenmount Road, St. John's, Newfoundland and Labrador, Canada A1B 3V7.

These unaudited condensed consolidated interim financial statements were approved and authorized for issuance by the Board of Directors on March 18, 2013.

2. BASIS OF PRESENTATION

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of condensed consolidated interim financial statements, including IAS 34, *Interim Financial Reporting* and using the same accounting policies and methods of computation as our most recent annual consolidated financial statements. The condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended April 30, 2012, which have been prepared in accordance with IFRS as issued by the IASB.

3. CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires the Corporation to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These condensed consolidated interim financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences.

In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Corporation's accounting policies, basis of consolidation and the key sources of estimation uncertainty were the same as those that applied to the annual consolidated financial statements for the year ended April 30, 2012.

Estimates and assumptions are continually evaluated and are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.



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4. NEW AND FUTURE ACCOUNTING PRONOUNCEMENTS

In addition to the standards previously listed in the annual audited consolidated financial statements, issued as of April 30, 2012, the IASB published amendments to IAS 32, Financial Instruments: Presentation on December 16, 2011, to clarify the application of the offsetting requirements. The amendments are effective for annual periods beginning on or after January 1, 2014, with earlier adoption permitted.

The Corporation has not early adopted these standards and is currently assessing the impact they will have on the consolidated financial statements.

5. EXPLORATION AND EVALUATION ASSETS

The Corporation acquires mineral properties through staking and from third party vendors. In addition, the Corporation sells some or a portion of its mineral properties to third parties in exchange for exploration expenditures, royalty interests, cash and share based payments.

Project	Note	As at April 30, 2012	Additions, net of recoveries	Abandoned or impaired	As at January 31, 2013
		\$	\$	\$	\$
Labrador					
Natashquan River - Nickel		368	148	-	516
Notakwanon River - Uranium		166	62	-	228
Julienne Lake - Iron Ore		600	287	-	887
Snelgrove Lake - Iron Ore	a	640	(640)	-	-
Alexis River & Other - Uranium/Nickel	b	16	14	(29)	1
Newfoundland					
Topsails - Uranium/Copper		734	11	-	745
Rocky Brook - Uranium		92	2	-	94
Moosehead - Gold		15	5	-	20
Taylor Brook - Nickel		217	45	-	262
Wing Pond - Gold		108	2	(110)	-
Other		-	13	-	13
Quebec					
Grand Portage - Nickel/Copper		-	221	-	221
Security Deposits		282	(245)	(1)	36
Grand Total		3,238	(75)	(140)	3,023



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5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Alliance/earn in agreements that were in existence at April 30, 2012 are described in greater detail in the consolidated annual financial statements for the year ended April 30, 2012. Newly formed agreements since April 30, 2012 are described below.

a – Snelgrove Lake

On July 30, 2012 the Corporation announced an earn in and royalty agreement with a subsidiary of Capital Investment Partners, CIP Magnetite Limited (“CIP”) to explore the Snelgrove Lake property. Under the terms of the agreement, CIP may earn 100% of the property by investing \$6,500,000 in exploration expenditures over a three year period. The property will be held in a newly formed public entity, Mamba Minerals, and Altius will be entitled to 20% of the shares of the public entity upon earn-in and will also retain a 3% gross sales royalty (“GSR”) on the property.

b - Grenville Alliance

On July 4, 2012 the Corporation formed an exploration alliance with Virginia Mines Limited, a Quebec based mineral exploration company, to explore for base and precious metals in the southern Labrador and Quebec North Shore region. Both companies will cost-share in early stage exploration expenditures over a multi-year exploration program to evaluate this region.

Project	As at April 30, 2011	Additions, net of recoveries	Abandoned or impaired	As at April 30, 2012
	\$	\$	\$	\$
Labrador				
Labrador Trough - Base Metals	-	1	(1)	-
Natashquan River - Nickel	371	1	(4)	368
Notakwanon River - Uranium	166	-	-	166
Julienne Lake - Iron Ore	81	519	-	600
Trough Iron - Iron Ore	58	(58)	-	-
Red Cross Lake South - Nickel	22	-	(22)	-
Snelgrove Lake - Iron Ore	302	338	-	640
Alexis River & Other - Uranium/Nickel	3	12	1	16
Newfoundland				
Topsails - Uranium/Copper	1,299	68	(633)	734
Rocky Brook - Uranium	92	-	-	92
Mustang Trend - Gold	28	3	(31)	-
Moosehead - Gold	12	3	-	15
Taylor Brook - Nickel	193	31	(7)	217
Wing Pond - Gold	99	9	-	108
Other	73	85	(158)	-
Nunavut				
Wager Bay - Gold	18	384	(402)	-
Security Deposits	581	(299)	-	282
Grand Total	3,398	1,097	(1,257)	3,238



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Notes to the unaudited condensed consolidated interim financial statements

January 31, 2013 and 2012

(Tabular amounts in thousands of Canadian dollars, except per share amounts)

6. INVESTMENTS IN ASSOCIATES

	<u>Alderon</u>	<u>Sparkfly</u>	<u>Synodon</u>	<u>Mining Equity</u>	<u>Total</u>
	\$	\$	\$	\$	\$
Balance April 30, 2011	83,400	-	-	-	83,400
Reclassification from mining and other investments	-	2,529	-	-	2,529
Additions, net of disposals	-	100	-	-	100
Share of loss in associates	(6,388)	(331)	-	-	(6,719)
Dilution gain on issuance of shares by associate	518	78	-	-	596
Balance April 30, 2012	77,530	2,376	-	-	79,906
Reclassification from mining and other investments	-	-	1,800	-	1,800
Additions, net of disposals	-	1,037	-	499	1,536
Share of loss in associates	(8,794)	(422)	(158)	(325)	(9,699)
Dilution gain on issuance of shares by associate	1,738	-	-	-	1,738
Balance January 31, 2013	70,474	2,991	1,642	174	75,281
Fair Market Value:					
At April 30, 2012:	92,012	n/a	-	-	92,012
At January 31, 2013:	56,535	n/a	3,905	n/a	60,440
Percentage ownership:					
At April 30, 2012:	32.9%	22.5%	-	-	
At January 31, 2013:	25.3%	24.8%	19.7%	49.0%	



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6. INVESTMENTS IN ASSOCIATES (CONTINUED)

The Corporation's share of loss in associates was derived from the most recent set of available financial statements of the investments. Financial highlights of the Corporation's investments in associates include the following:

As at:	<u>December 31, 2012</u>		<u>October 31, 2012</u>	<u>January 31, 2013</u>
	Alderon	Sparkfly Inc.	Synodon	Mining Equity
	\$	\$	\$	\$
Total assets	161,814	3,840	1,258	439
Total liabilities	(9,688)	957	(527)	(89)

Nine months ended:	<u>December 31, 2012</u>		<u>October 31, 2012</u>	<u>January 31, 2013</u>
Total revenue	-	476	655	0
Comprehensive loss	(57,898)	(2,167)	(1,777)	(663)

A subsidiary of the Corporation, 2260761 Ontario Incorporated ("2260761"), holds a 24.8% interest in Sparkfly Inc., a private Georgia corporation that operates an innovative promotions and rewards platform integrated with retail point of sale systems.

2260761 also holds a 19.7% interest in Synodon Inc. ("Synodon"). Synodon is a technology company which has developed an advanced airborne remote gas sensing system called *realSens*, based on technologies developed under the Canadian Space Program and by Synodon scientists.

On November 12, 2012 the Corporation co-founded Fondo de Inversion Privado Mining Equity ("Mining Equity"), a Private Chilean entity formed to perform regional early stage exploration and prospect generation in Chile. The initial investment amount was \$499,000 for a 49% ownership interest, and the Corporation may invest an additional \$2,900,000 over a four year period to maintain its 49% ownership interest. The Corporation has determined that it has joint control of Mining Equity and has chosen to equity-account for its investment.



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Notes to the unaudited condensed consolidated interim financial statements
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(Tabular amounts in thousands of Canadian dollars, except per share amounts)

7. MINING AND OTHER INVESTMENTS

	Share Purchase		Total
	Investments	Warrants	
	\$	\$	\$
Balance, April 30, 2011	23,595	2,169	25,764
Additions	19,094	860	19,954
Receipt in exchange for interest in mineral properties	4,438	-	4,438
Reclassification to available - for - sale investments	382	(382)	-
Reclassification to investment in associates	(2,529)	-	(2,529)
Disposals	(5,535)	(479)	(6,014)
Revaluation	(7,640)	(1,894)	(9,534)
Balance, April 30, 2012	31,805	274	32,079
Additions	11,514	227	11,741
Reclassification to available - for - sale investments	32	(32)	-
Reclassification to investment in associates	(1,637)	(163)	(1,800)
Disposals	(8,269)	(343)	(8,612)
Revaluation	1,433	94	1,527
Balance, January 31, 2013	34,878	57	34,935

The Corporation holds investments in other publicly listed and privately owned entities participating predominantly in early stage exploration, resource related and technology companies with a goal of long-term capital appreciation, either through direct investment or in exchange for an interest in the Corporation's mineral properties. These investments are classified as available-for-sale. The fair value of the publicly traded entity is determined by reference to the unadjusted quoted prices in active markets, normally either the TSX or TSX Venture exchange. The Corporation holds investments in private companies that may become publicly traded in the future pending a public listing. Because there is no readily available market value and the range of possible values is high, the Corporation carries these investments at their original cost until more information becomes available. As at January 31, 2013, the Corporation had investments in privately held companies with a carrying value of \$1,023,000 (April 30, 2012 – \$1,023,000).

The share purchase warrants are considered derivative financial instruments for accounting purposes, and any change in fair value is included in net earnings for the period. The fair value of the share purchase warrants is estimated using the Black-Scholes option pricing model, which uses inputs other than quoted market prices to determine the estimated fair market value.

The Corporation sold investments at a carrying value of \$8,644,000 for gross proceeds of \$6,919,000 and recognized a loss on disposal of \$1,725,000 during the nine months ended January 31, 2013. The Corporation sold investments at a carrying value of \$3,963,000 for gross proceeds of \$3,720,000 and recognized a loss on disposal of \$243,000 during the nine months ended January 31, 2012.

The Corporation sold investments at a carrying value of \$4,440,000 (2012 - \$1,142,000) for gross proceeds of \$3,087,000 (2012 - \$1,254,000) and recognized a loss on disposal of \$1,353,000 (2012 – gain on disposal of \$112,000) during the three months ended January 31, 2013.



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Notes to the unaudited condensed consolidated interim financial statements

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(Tabular amounts in thousands of Canadian dollars, except per share amounts)

8. INCOME TAXES

Significant components of the deferred income tax liability are as follows:

	January 31, <u>2013</u> \$	April 30, <u>2012</u> \$
Temporary differences related to exploration and evaluation assets	3	(148)
Tax values of property and equipment and royalty interests in mineral properties in excess of carrying values	686	568
Non capital and net capital loss carryforwards	1,333	668
Carrying value of investments in excess of tax values	(9,597)	(10,336)
Deferred partnership income	(353)	(640)
Deferred and deductible share-based compensation	965	828
Other	(3)	(29)
	<u>(6,966)</u>	<u>(9,089)</u>

9. GENERAL AND ADMINISTRATIVE

	Three months ended		Nine months ended	
	January 31,		January 31,	
	<u>2013</u>	<u>2012</u>	<u>2012</u>	<u>2011</u>
	\$	\$	\$	\$
Salaries and benefits	385	517	1,241	1,314
Office and administrative	340	319	906	757
Professional and consulting fees	118	85	539	492
Travel and accommodations	68	74	203	246
	<u>911</u>	<u>995</u>	<u>2,889</u>	<u>2,809</u>



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10. NET LOSS PER SHARE

Basic and diluted net loss per share was calculated using the weighted average number of common shares for the respective periods. The diluted net loss per share was calculated without giving effect to dilutive stock options since their inclusion would be anti-dilutive.

	Three months ended		Nine months ended	
	January 31,		January 31,	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Weighted average number of shares:				
Basic and diluted	28,258,350	28,790,777	28,490,397	28,811,414

11. SHARE-BASED COMPENSATION

The Corporation recognized the following share-based compensation:

	Three months ended		Nine months ended	
	January 31,		January 31,	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
	\$		\$	\$
Stock option expense	13	38	78	209
Share appreciation rights ("SAR") expense	653	47	226	73
Directors' deferred share unit ("DSU") expense	196	35	245	177
	862	120	549	459



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(Tabular amounts in thousands of Canadian dollars, except per share amounts)

11. SHARE-BASED COMPENSATION (CONTINUED)

Stock Option Plan

A summary of the status of the Corporation's stock option plan as of January 31, 2013 is as follows:

Range	Total Options Outstanding			Total Exercisable Options		
	Outstanding Options #	Average Remaining Contractual Life Years	Weighted Average Strike Price \$	Vested Options #	Average Remaining Contractual Life Years	Weighted Average Strike Price \$
5.60	229,500	0.7	5.60	229,500	0.7	5.60
7.00	284,000	1.7	7.00	225,000	1.7	7.00
10.13	10,000	2.3	10.13	6,000	2.3	10.13
Total	523,500	1.3	6.45	460,500	1.3	6.34

The following table summarizes information about stock options outstanding and exercisable at the dates noted:

	<u>2013</u>		<u>2012</u>	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Outstanding, beginning of period	728,500	11.18	963,000	10.43
Exercised	(30,000)	5.65	(234,500)	8.12
Forfeited	(175,000)	17.82	-	0.00
Outstanding, end of period	523,500	6.45	728,500	11.18
Exercisable, end of period	460,500	6.34	546,500	12.69



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11. SHARE-BASED COMPENSATION (CONTINUED)

A summary of the status of the Corporation's share appreciation rights as of January 31, 2013 and changes during the period then ended is as follows:

Balance, April 30, 2011	700,000	10.82
Balance, April 30, 2012	700,000	10.82
Balance, January 31, 2013	700,000	10.82

A summary of the status of the Corporation's deferred share units as of January 31, 2013 and changes during the period then ended is as follows:

	Number of DSUs
Balance, April 30, 2011	18,484
Awarded	24,568
Balance, April 30, 2012	43,052
Awarded	23,450
Balance, January 31, 2013	66,502



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11. SHARE-BASED COMPENSATION (CONTINUED)

Other Liabilities

Other liabilities consist of the following:

	<u>January 31,</u> <u>2013</u>	<u>April 30,</u> <u>2012</u>
	\$	\$
DSUs	763	518
SARs	1,189	963
	<u>1,952</u>	<u>1,481</u>

12. SUPPLEMENTAL CASH FLOW INFORMATION

	<u>January 31,</u> <u>2013</u>	<u>2012</u>
	\$	\$
Changes in non-cash operating working capital:		
Accounts receivable and prepaid expenses	(41)	(93)
Accounts payable and accrued liabilities	(369)	(674)
	<u>(410)</u>	<u>(767)</u>
	<u>2013</u>	<u>2012</u>
	\$	\$
Cash and cash equivalents consist of:		
Deposits with banks	11,590	11,323
Short-term investments	27,308	38,153
	<u>38,898</u>	<u>49,476</u>



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13. RELATED PARTY TRANSACTIONS

	Three months ended		Nine months ended	
	January 31,		January 31,	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
	\$	\$	\$	\$
Legal services received from a partnership, one of the partners of which is a director of the Corporation and reflected as:				
General and administrative expenses	40	19	67	40
	40	19	67	40

Compensation for key management personnel and directors is as follows:

	Three months ended		Nine months ended	
	January 31,		January 31,	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
	\$	\$	\$	\$
Salaries and benefits	245	253	837	793
Share-based compensation	8	329	56	1,081
	253	582	893	1,874

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Accounts receivable and prepaid expenses include a net receivable from Newfoundland and Labrador Refining Corporation (“NLRC”) of \$145 after adjusting for an allowance for doubtful accounts of \$6,400 (2011 - \$200 after adjusting for an allowance for doubtful accounts of \$6,400).



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14. SEGMENTED INFORMATION

The Corporation operates two reportable segments of exploration and investments/royalty acquisition. Corporate operating costs are not allocated to the segments and are presented separately. Intersegment transactions are not significant and are eliminated upon consolidation. These segments reflect the legal and internal reporting structure of the Corporation. The Corporation's key decision makers assess performance and make resource allocation decisions based on consolidated net earnings (loss) before taxes and non-controlling interest.

Nine months ended January 31, 2013

	<u>Royalty and Investment</u>	<u>Exploration</u>	<u>Corporate</u>	<u>Total</u>
	\$	\$	\$	\$
Revenue				
Royalty	2,245	-	-	2,245
Other	1,732	22	67	1,821
Interest and investment income	1	208	6	215
	<u>3,978</u>	<u>230</u>	<u>73</u>	<u>4,281</u>
Loss before income taxes	(7,126)	(1,823)	(1,673)	(10,622)
Income tax recovery				(1,433)
Net loss				<u>(9,189)</u>

Three months ended January 31, 2013

	<u>Royalty and Investment</u>	<u>Exploration</u>	<u>Corporate</u>	<u>Total</u>
	\$	\$	\$	\$
Revenue				
Royalty	794	-	-	794
Other	446	6	14	466
Interest and investment income	1	99	6	106
	<u>1,241</u>	<u>105</u>	<u>20</u>	<u>1,366</u>
Loss before income taxes	(2,472)	(885)	(1,073)	(4,430)
Income tax recovery				(672)
Net loss				<u>(3,758)</u>



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14. SEGMENTED INFORMATION (CONTINUED)

Nine Months ended January 31, 2012

	<u>Royalty and</u> <u>Investment</u>	<u>Exploration</u>	<u>Corporate</u>	<u>Total</u>
	\$	\$	\$	\$
Revenue				
Royalty	3,004	-	-	3,004
Other	-	4,123	20	
Interest and investment income	2,387	24	38	2,449
	5,391	4,147	58	5,453
Loss before income taxes	(2,112)	1,351	(1,891)	(2,652)
Income tax recovery				(439)
Net loss				(2,213)

Three months ended January 31, 2012

	<u>Royalty and</u> <u>Investment</u>	<u>Exploration</u>	<u>Corporate</u>	<u>Total</u>
	\$	\$	\$	\$
Revenue				
Royalty	1,192	-	-	1,192
Other	-	3,989	10	3,999
Interest and investment income	594	8	12	614
	1,786	3,997	22	5,805
Earnings before income taxes	106	3,332	(485)	2,953
Income tax expense				524
Net earnings				2,429



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14. SEGMENTED INFORMATION (CONTINUED)

Total assets:

	Royalty and Investment	Exploration	Corporate	Total
	\$	\$	\$	\$
April 30, 2012	270,525	13,294	12,744	296,563
January 31, 2013	269,440	6,013	5,640	281,093

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Corporation's exposure to and management of risks associated with financial assets and financial liabilities is consistent with those reported in the April 30th 2012 consolidated financial statements.

The Corporation applied the same fair value hierarchy as reported in April 30th 2012 consolidated financial statements. Fair value of the Corporation's financial assets and financial liabilities was determined as follows:

As at January 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	TOTAL
	\$	\$	\$	\$
FINANCIAL ASSETS				
Short-term investments in cash equivalents	27,308	-	-	27,308
Marketable securities	116,042	-	-	116,042
Mining and other investments	33,855	57	-	33,912
TOTAL FINANCIAL ASSETS	177,205	57	-	177,262
FINANCIAL LIABILITIES				
	763	1,189	-	1,952

As at April 30, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	TOTAL
	\$	\$	\$	\$
FINANCIAL ASSETS				
Short-term investments in cash equivalents	42,628	-	-	42,628
Marketable securities	111,640	-	-	111,640
Mining and other investments	30,782	274	-	31,056
TOTAL FINANCIAL ASSETS	185,050	274	-	185,324
FINANCIAL LIABILITIES				
	518	963	-	1,481



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16. SUBSEQUENT EVENTS

On February 28, 2013, BAE Newplan Group Limited (“BAE”), a wholly owned subsidiary of SNC-Lavalin Inc., filed a Notice of Discontinuance with the Supreme Court of Newfoundland and Labrador abandoning an action it had brought against the Corporation and others in 2008. The action had claimed damages, interest and costs against the Corporation, its directors and other parties. BAE had specifically claimed that the Corporation was responsible for payment of \$20,594,000, being the amount of billing alleged as outstanding from Newfoundland and Labrador Refining Corporation for engineering services.

The notice of discontinuance has no effect on the consolidated financial statements of the Corporation since the Corporation believed the action to be without merit and accordingly no provision had been recognized for the claim.

On March 15, 2013 Alderon announced that Hebei Iron & Steel Group Co. Ltd. (“Hebei”) has contributed the remaining \$119,900,000 of its initial investment in Alderon and that Alderon has contributed the Kami iron ore project to a limited partnership which is owned 25 percent by Hebei and 75 percent by Alderon. Hebei is China's largest steel producer.

This concludes Hebei’s initial strategic investment, first announced on April 13, 2012, into both Alderon and its Kami project for an aggregate amount of \$182,200,000, in exchange for 19.9 per cent of the outstanding common shares of Alderon (completion announced on Sept. 4, 2012) and a 25 percent interest in the Kami LP, which was established to own the Kami project. Alderon has the remaining 75-per-cent interest in the Kami LP. Altius owns approximately 25% of the common shares of Alderon and holds a 3% gross sales royalty on the Kami iron ore project.