

SILVER PHOENIX RESOURCES INC.

(An Exploration Stage Company)

Interim Financial Statements

For the Nine Months Ended September 30, 2014
(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim financial statements of Silver Phoenix Resources Inc for the period ended September 30, 2014 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited)

	Notes	September 30, 2014	December 31, 2013
ASSETS			
Current assets			
Cash		16,076	37,122
Amounts receivable		1,713	6,759
Marketable securities	5	1	1
		17,790	43,882
Non-current assets			
Reclamation bond		10,000	10,000
Equipment	6	1,405	1,747
Exploration and evaluation assets	7	398,788	389,222
		410,193	400,969
		427,983	444,851
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		515,498	428,310
SHAREHOLDERS' EQUITY			
Share capital	8(b)	1,351,529	1,341,529
Contributed surplus	8(c)	106,124	106,124
Deficit		(1,545,168)	(1,431,112)
		(87,515)	16,541
		427,983	444,851
GOING CONCERN	2		
COMMITMENTS	10		
SUBSEQUENT EVENT	13		

Approved on behalf of the Board on November 26, 2014:

"William Murray"

William Murray, Director

"Leland Voll"

Leland Voll, Director

The accompanying notes form an integral party of these financial statements

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Statements of Comprehensive Loss

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

	Notes	Three Months Period Ended September 30,		Nine Months Period Ended September 30,	
		2014	2013	2014	2013
		\$	\$	\$	\$
Expenses					
Auto and travel		2,673	2,725	5,196	5,163
Bank charges		108	114	147	164
Depreciation		114	161	342	483
Filing fees		1,671	1,500	7,765	7,395
Management fees	9	28,500	28,500	85,500	85,500
Office and miscellaneous		-	1,734	1,094	1,976
Professional fees		3,200	5,325	6,600	27,325
Promotion		2,184	90	3,608	501
Telephone and utilities		465	466	1,218	1,277
Transfer agent		463	329	2,785	1,496
Loss before other items		(39,378)	(40,944)	(114,255)	(131,280)
Other items					
Interest income		35	257	199	716
Unrealized impairment loss on marketable securities		-	(4,750)	-	(14,250)
Net loss and comprehensive loss		(39,343)	(45,437)	(114,056)	(144,814)
Loss per share . basic and diluted		(0.01)	(0.01)	(0.02)	(0.02)
Weighted average number of common shares		7,688,527	7,424,360	7,444,760	6,964,589

The accompanying notes form an integral party of these financial statements

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Statements of Changes in Equity

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

	Note	Common shares		Contributed Surplus	Subscription Received	Deficit	Total Shareholdersq Equity
		Number	Amount				
			\$	\$	\$	\$	\$
Balance, December 31, 2012		7,110,520	1,129,029	106,124	112,500	(1,224,826)	122,827
Private placement		225,000	112,500	-	(112,500)	-	-
Private placement		400,000	100,000	-	-	-	100,000
Comprehensive loss		-	-	-	-	(144,814)	(144,814)
Balance, September 30, 2013		7,735,520	1,341,529	106,124	-	(1,369,640)	78,013
Balance, December 31, 2013		7,735,520	1,341,529	106,124	-	(1,431,112)	16,541
Property		40,000	10,000	-	-	-	10,000
Comprehensive loss		-	-	-	-	(114,056)	(114,056)
Balance, September 30, 2014		7,775,520	1,351,529	106,124	-	(1,545,168)	(87,515)

The accompanying notes form an integral party of these financial statements

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Statements of Cash Flows

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

	Notes	Three Months Period Ended		Nine Months Period Ended	
		September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
		\$	\$	\$	\$
OPERATING ACTIVITIES					
Net loss		(39,343)	(45,437)	(114,056)	(144,814)
Items not involving cash:					
Depreciation		114	161	342	483
Unrealized impairment loss on marketable securities		-	4,750	-	14,250
		(39,229)	(40,526)	(113,714)	(130,081)
Changes in non-cash working capital items					
Amounts receivable		(196)	(2,014)	5,046	12,916
Accounts payable		30,793	70,468	87,188	106,144
Cash used in operating activities		(8,632)	27,928	(21,480)	(11,021)
INVESTING ACTIVITY					
Reclamation bond		-	(10,000)	-	(10,000)
Exploration and evaluation expenditures		-	(36,586)	(9,566)	(36,586)
Cash used in investing activity		-	(46,586)	(9,566)	(46,586)
FINANCING ACTIVITIES					
Share issuance		-	-	10,000	212,500
Subscriptions received in advance		-	-	-	(112,500)
Cash provided from financing activities		-	-	10,000	100,000
Increase (decrease) in cash		(8,632)	(18,658)	(21,046)	42,393
Cash, beginning of period		24,708	173,266	37,122	112,215
Cash, end of period		16,076	154,608	16,076	154,608

The accompanying notes form an integral party of these financial statements

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

1. NATURE AND CONTINUANCE OF OPERATIONS

Silver Phoenix Resources Inc. (the "Company") was incorporated on February 14, 2003 under the Company Act (British Columbia). The Company is an exploration stage company engaged in acquiring, exploring and developing mineral properties, principally located in British Columbia, Canada. The Company is listed on the Canadian National Stock Exchange, having the symbol SP-C. The address of the Company's corporate office and principal place of business is 4631-75th Ave. N.E., Box 134, Canoe, British Columbia, Canada V0E 1K0.

The Company is in the process of exploring its mineral property interests and has not yet determined whether its mineral property interests contain mineral reserves that are economically recoverable. As of September 30, 2014, the Company has not generated revenues from its principal activities and is considered to be in the exploration stage.

2. BASIS OF PREPARATION

Statement of Compliance

The interim financial statements have been prepared in accordance to IAS 34 *Interim Financial Reporting* using accounting policies consistent with the International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Presentation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified for specific financial instruments carried at fair value where applicable.

Going concern

These unaudited financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for a reasonable period of time. The Company has a working capital deficit of \$497,618 and has incurred losses since its inception and had an accumulated deficit of \$1,545,168 at September 30, 2014. The Company has no source of operating cash flows and expects to incur further losses in the exploration and development of its mineral properties. The Company's continuing operations, and the recoverability of the amounts shown for mineral properties are entirely dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its mineral property interests, and on future profitable production or proceeds from the disposition of the mineral property interests. The Company has been successful in the past in raising funds for operations by issuing shares but there is no assurance that it will be able to continue to do so in the future.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

3. CRITICAL ACCOUNTING JUDGMENT AND ESTIMATES

The preparation of these financial statements in conformity of IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

In particular, information about significant areas of estimation uncertainty considered by management in preparing the financial statements is described below:

a) Depreciation

The Company's management exercises its judgment in estimating the useful lives of the depreciable assets. The estimated useful lives reflect the management's estimate of the periods the Company intends to derive future economic benefits from the use of these assets. The Company depreciates its equipment in accordance with the accounting policies stated in Note 4(f). The carrying amount of the equipment is disclosed in Note 6.

b) Exploration and Evaluation Expenditure

The application of the Company's accounting policy for deferred development expenditure requires judgement in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures is capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

c) Recovery of Deferred Tax Assets

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

4. SIGNIFICANT ACCOUNTING POLICIES

a) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amount of cash and subject to an insignificant risk of change value.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Marketable securities

Investments in shares of public companies traded on an active market over which the Company does not have control or exercises significant influence are classified as available-for-sale and accounted for at fair market value, based upon quoted market share prices at the balance sheet date. Unrealized gains or losses on these investments are recorded as other comprehensive income or loss, unless a decline in value is considered to be other than temporary. Purchases and sales of investments are measured on a settlement date basis.

c) Exploration and evaluation assets

All expenditures related to the cost of exploration and evaluation of mineral resources including acquisition costs for interests in mineral claims are capitalized as mineral properties exploration and are classified as intangible assets. General exploration costs not related to specific mineral properties are expensed as incurred. When shares are issued as part of mineral property exploration costs, they are valued at the closing share price on the date of issuance unless the fair value of goods or services received is determinable.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, capitalized costs of the related property are reclassified as mining assets and upon commencement of commercial production, are amortized using the units of production method over estimated recoverable reserves. Impairment is assessed at the level of cash-generating units. Management regularly assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if one of the following factors are present; the rights to explore have expired or are near to expiry with no expectation of renewal, no further substantive expenditures are planned or budgeted, exploration and evaluation work is discontinued in an area for which commercially viable quantities have not been discovered, indications that in an area with development likely to proceed the carrying amount is unlikely to be recovered in full be development or sale.

The recoverability of mineral properties and capitalized exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

Mineral properties are regularly reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of reserve properties may exceed its recoverable amount. When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of a value in use (being the present value of expected future cash flows of the relevant cash-generating unit) and fair value less costs to sell. If the carrying amount of an asset exceeds the recoverable amount an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Exploration costs renounced due to flow-through share subscription agreements remain capitalized, however, for corporate income tax purposes, the Company has no right to claim these costs as tax deductible expenses.

Recorded costs of mineral properties and deferred exploration costs are not intended to reflect present or future values of resource properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount. Payments on mineral property Option Agreements are made at the discretion of the Company and, accordingly, are recorded on a cash basis.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Impairment of non-financial assets

At the end of each reporting period, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. 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 is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

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

e) Government assistance

B.C. mining exploration tax credits for certain exploration expenditures incurred in B.C. are treated as a reduction of the exploration and development costs of the respective mineral property. Until such time that there is significant uncertainty with regard to collections and assessments, the Company will record any recovered tax credits at the time of receipt. No gain or loss is realized during the exploration stage until all carrying costs of the specific interest have been offset.

f) Equipment

Equipment is recorded at cost and amortized over its estimated useful life (one half of these rates is applied in the year of acquisition) at the following annual rates:

Computer equipment	30%
Equipment	20%

g) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probably that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As at September 30, 2014, the Company has not incurred any decommissioning costs related to the exploration and evaluation of its mineral properties and accordingly no provision has been recorded for such site reclamation or abandonment.

h) Measurement basis

These financial statements are prepared on the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out in Note 4(n). All amounts are expressed in Canadian dollars unless otherwise stated.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Share issue costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

j) Flow-through shares

Canadian tax legislation permits a company to issue flow-through instruments whereby the deduction for tax purposes relating to qualified resource expenditures is claimed by the investors rather than the company.

Flow-through shares are recognized in share capital based on the fair value attributed to common shares without a flow-through feature on the date the Company and the investors agree to the transaction. The difference (premium) between the amount recognized in common shares and the amount the investors pay for the flow-through shares is recognized as a flow-through share related liabilities which is reversed into the statement of loss within other income when the eligible expenditures are incurred. The amount recognized as flow-through share related liabilities represents the difference between the fair value of the common shares and the amount the investor pays for the flow-through shares.

k) Share-based payment

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value is measured at grant date and each tranche is recognized on a graded basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

l) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weight average number of common shares outstanding when the effect is anti-dilutive.

m) Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Income Taxes (continued)

Deferred tax is accounted for using a temporary difference approach and is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and the corresponding tax bases used in the computation of taxable income. Deferred tax is calculated based on the expected manner in which temporary differences related to the carrying amounts of assets and liabilities are expected to reverse using tax rates and laws enacted or substantively enacted at the balance sheet date which are expected to apply in the period of reversal.

Deferred tax assets and liabilities are not recognized in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination and which do not affect accounting or taxable profit or loss at the time of the transaction.

n) 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 earnings. The Company's cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. The Company's available-for-sale investment is classified as available for sale.

o) 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 costs using the effective interest rate method. The effective interest rate 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 discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities is classified 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 and recognized at fair value with changes in fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

p) New accounting standards

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee (IFRIC) that are mandatory for accounting periods beginning after January 1, 2013, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective January 1, 2013

IFRS 10 Consolidated Financial Statements - IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 *Consolidation - Special Purpose Entities* and parts of IAS 27 *Consolidated and Separate Financial Statements*.

IFRS 11 Joint Arrangements - IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities - Non-monetary Contributions by Venturers*.

IFRS 12 Disclosure of Interests in Other Entities - IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13 Fair Value Measurement - IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

Amendments to other standards - In addition, there have been other amendments to existing standards, including IFRS 7 *Financial Instruments: Disclosure*, IAS 27 *Separate Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*. IFRS 7 has been amended to require more extensive disclosures about offsetting (also known as netting) of financial instruments. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 3 to IFRS 13.

Amendments to IAS 1 Presentation of Financial Statements - The IASB has amended IAS 1 to require entities to separate items presented in other comprehensive income (OCI) into two groups, based on whether or not items may be reclassified into profit or loss in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately.

IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine - IFRIC 20 addresses the accounting for overburden waste removal (stripping) costs in the production phase of a surface mine. Stripping activity may result in two types of benefits: i) inventory produced and ii) improved access to ore that will be mined in the future. Stripping costs associated with inventory production should be accounted for as a current production cost in accordance with IAS 2 *Inventories*, and those associated with improved access to ore should be accounted for as an addition to, or enhancement of, an existing asset.

Silver Phoenix Resources Inc.

(An Exploration Stage Company)

Notes to the Financial Statements

For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

p) New accounting standards (continued)

New accounting standards effective January 1, 2013 (continued)

The Company was required to adopt each of the new standards, IFRS 7, IFRS 10 to 13, IFRIC 20 and the amendments to other standards, effective January 1, 2013. The adoption of the above new standards and the amendments to other standards did not have a significant impact on the Company's consolidated financial statements.

New accounting standards effective January 1, 2014

IFRIC 21 *Levies* - IFRIC 21 was issued in May 2013 and provides an interpretation of IAS 37 - Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past activity or event ("obligating event") described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods beginning on or after January 2014. The Company is currently evaluating the impact of the adoption of this interpretation on its consolidated financial statements.

Amendments to IAS 36 *Impairment of Assets* - IAS 36 was amended in May 2013 which restricts the requirement to disclose the recoverable amount of an asset or cash generating unit ("CGU") to periods in which an impairment loss has been recognized or reversed. The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU's recoverable amount has been determined on the basis of fair value less cost of disposal. The amendments are effective for annual periods beginning on or after January 2014 and should be applied retrospectively. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

New accounting standards effective January 1, 2015

IFRS 9 *Financial Instruments* - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 is effective for annual periods beginning on or after January 2015 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

Silver Phoenix Resources Inc.

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For The Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars)

(Unaudited)

5. MARKETABLE SECURITIES

As at September 30, 2014, the Company owns 475,000 common shares (2013 - 475,000 shares) of Armadillo Resources Ltd.

	September 30, 2014 \$	December 31, 2013 \$
Fair value	1	1
Less: cost	-	(16,625)
Unrealized impairment loss recognized in net loss	1	(16,624)

During the period ended September 30, 2014 and December 31, 2013, the shares of Armadillo Resources Ltd. halted trading. As a result, the Company has recorded an unrealized impairment loss on marketable securities of \$Nil (December 31, 2013 -\$16,624) as it was determined that the decline in the fair value of the shares held was other than temporary.

6. EQUIPMENT

	Cost \$	Accumulated Depreciation \$	Net Book value September 30, 2014 \$	Net Book value December 31, 2013 \$
Computer equipment	6,748	5,857	891	1,143
Equipment	2,877	2,363	514	604
Total	9,625	8,220	1,405	1,747

During the period ended September 30, 2014 and December 31, 2013 there were no equipment additions and the changes in net book value result solely from depreciation expenses.

7. EXPLORATION AND EVALUATION ASSETS

September 30, 2014	Big Showing \$	Waverly Tangier \$	River Jordan \$	Total \$
Acquisition costs:				
Balance, December 31, 2013 and September 30, 2014	1	1	3,001	3,003
Exploration and evaluation costs:				
Balance, December 31, 2013	82,501	76,173	227,545	386,219
Other costs	-	9,566	-	9,566
	82,501	85,739	227,545	395,785
Balance, September 30, 2014	82,502	85,740	230,546	398,788

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7. EXPLORATION AND EVALUATION ASSETS (continued)

December 31, 2013	Big Showing	Waverly Tangier	River Jordan	Total
	\$	\$	\$	\$
Acquisition costs:				
Balance, December 31, 2013 and 2012	1	1	3,001	3,003
Exploration and evaluation costs:				
Balance, December 31, 2012	82,501	5,686	190,672	278,859
Exploration costs	-	65,149	36,373	101,522
Other costs	-	5,338	500	5,838
	82,501	76,173	227,545	386,219
Balance, December 31, 2013	82,502	76,174	230,546	389,222

The Company's mineral properties are described as follows:

Big Showing Property, British Columbia

On February 14, 2003, the Company entered into an agreement to acquire a 100% interest in the Big Showing property for mineral claims for a total area of 1,000 hectares in the Revelstoke Mining Division of British Columbia. The Company acquired 90% of the property from the President and director of the Company and 10% from an individual who became a director of the Company on November 1, 2006.

For payment on the property, the Company agreed to issue 750,000 common shares of the Company on the date of the agreement (issued), to pay \$35,000 in cash by April 30, 2007 (paid), to issue 1,000,000 common shares of the Company within 30 business days of the date on which the Company receives a technical report disclosing an indicated mineral resource of 5,000,000 ounces of contained silver equivalent on the claims, and to issue a further 1,583,333 common shares within 30 business days of the date on which the Company receives a positive pre-feasibility study on the claims.

Waverly Tangier Property, British Columbia

On March 15, 2004, the Company entered into an agreement to acquire a 100% interest in the Waverly Tangier Property for mineral claims for a total area of 5,675 hectares in the Revelstoke Mining Division of British Columbia. The Company acquired 90% of the property from the President and director of the Company and 10% from an individual who became a director of the Company on November 1, 2006.

The Company agreed to issue 750,000 common shares of the Company on the date of the agreement (issued), to pay \$35,000 in cash (paid in August 2007), to issue 1,000,000 common shares of the Company within 30 business days of the date on which the Company receives a technical report disclosing an indicated mineral resource of 5,000,000 ounces of contained silver equivalent on the claims, and to issue a further 1,583,333 common shares within 30 business days of the date on which the Company receives a positive pre-feasibility study on the claims.

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7. EXPLORATION AND EVALUATION ASSETS (continued)

Armadillo Option

Pursuant to the amended and restated option and royalty agreement (the "Option Agreement") dated February 25, 2009 with Armadillo Resources Ltd. ("Armadillo"), the Company granted Armadillo a 60% interest in the Waverley-Tangier property (the "Property") located in the Revelstoke Mining Division of British Columbia. Armadillo agreed to pay to the Company \$350,000 in cash, to incur \$3,000,000 in exploration expenditures and to issue 625,000 common shares of Armadillo to the Company as follows:

	Cash	Exploration Expenditures	Shares
	\$	\$	
Before March 31, 2009 (received)	75,000	.	175,000
Before March 30, 2010 (received)	75,000	200,000	150,000
Before March 30, 2011 (received except \$50,000 cash)	100,000	300,000	150,000
Before March 30, 2012 (not received)	100,000	1,000,000	150,000
Before March 30, 2013	.	1,500,000	.
	350,000	3,000,000	625,000

On February 28, 2013, the Company terminated the Option Agreement and entered into a Settlement Agreement with Armadillo given that Armadillo was in breach of the terms of the Option Agreement. Under the terms of the Settlement Agreement, Armadillo acknowledged that it has no interest in the Waverley-Tangier Property and that it has no right to re-instate the option to acquire an interest in the Waverley-Tangier Property. As part of the Settlement Agreement, the Company was to receive title to certain equipment relating to the Waverley-Tangier Property, including rock saws, blades, a storage container, a bridge and a rail car flatbed, as well as a cash payment. As at September 30, 2014 and December 31, 2013, the Company has not received title to the equipment or the cash payment of \$7,000.

River Jordan Property, British Columbia

On March 16, 2006, the Company entered into an agreement to acquire a 100% interest in the River Jordan Property for mineral claims for a total area of 649 hectares in the Revelstoke Mining Division of British Columbia. The Company acquired 90% of the property from the President and director of the Company and 10% from an individual who became a director of the Company on November 1, 2006.

The Company agreed to pay \$35,000 in cash by April 30, 2007 (paid), to issue 750,000 common shares (issued in June 2007) of the Company, to issue 1,000,000 common shares of the Company within 30 business days of the date on which the Company receives a technical report disclosing an indicated mineral resource of 5,000,000 ounces of contained silver equivalent on the claims, and to issue a further 1,583,333 common shares within 30 business days of the date on which the Company receives a positive pre-feasibility study on the claims.

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8. SHARE CAPITAL

a) Authorized

The Company is authorized to issue unlimited number of common shares without par value

b) Issued and outstanding common shares

	Number	Amount
		\$
Balance, December 31, 2013	7,735,520	1,341,529
Share issued for property	40,000	10,000
Balance, September 30, 2014	7,775,520	1,351,529

c) There is no change in contributed surplus since December 31, 2008.

d) Stock Options

The Company has a stock option plan whereby the maximum number of shares subject to the plan, in the aggregate, shall not exceed 10% of the Company's issued and outstanding shares. The maximum term of any option will be five years and the vesting is at the direction of the board, however, options granted to consultants performing investor relations activities must at a minimum vest in stages over a period of not less than twelve months, with no more than ¼ of the options vesting in any three month period or such longer period as the board determines. The exercise price shall be no less than the discount market price as determined in accordance with stock exchange on which the common shares are listed.

There were no options outstanding for the period ended September 30, 2014 and December 31, 2013.

e) Share purchase warrants

As at September 30, 2014, the following share purchase warrants were issued and outstanding:

	Number of warrants	Weighted Average Exercise Price	Weighted Average Contractual life in years
Warrants outstanding, September, 2014 and December 31, 2013	835,000	\$0.60	0.80

A summary of warrants outstanding and exercisable is as follows:

Number of Warrants	Exercise Price	Expiry Date
210,000	\$0.70	November 2, 2014
225,000	\$0.70	February 26, 2015
400,000	\$0.40	March 22, 2015

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9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

The following is a summary of transactions with related parties of the Company for the period ended September 30, 2014 and 2013:

	2013	2014
	\$	\$
Management fees for the President	63,000	63,000
Management fees for the Chief Financial Officer	22,500	22,500
Total	85,500	85,500

Refer to Note 11 for details on these management services agreements. The Company has identified its President and Chief Financial Officer as its key management personnel. No post-employment benefits, other long-term benefits or termination benefits were incurred during the period ended September 30, 2014 and 2013.

The following is a summary of balances payable to related parties of the company as at September 30, 2014 and December 31, 2013:

	September 30, 2014	December 31, 2013
	\$	\$
Amounts payable to President	230,375	184,802
Amounts payable to Chief Financial Officer	80,000	57,500
Total	310,375	242,302

These amounts are included in accounts payable and accrued liabilities as at September 30, 2014 and December 31, 2013, and are non-interest bearing and due on demand.

10. COMMITMENTS

The Company is committed to a management services agreement with the President and director of the Company. The agreement requires payments of \$84,000 per year. This contract is payable monthly and may be terminated by both parties by giving one month's notice.

- a) The Company is committed to a management services agreement with the Chief Financial Officer of the Company. The agreement requires payments of \$30,000 per year. This contract is payable monthly and may be terminated by both parties by giving one month's notice.
- b) The Company is obligated to make certain payments and issue shares as described in Note 7 in connection with acquisition of its mineral properties.

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11. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of mineral properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. Capital of the Company comprises all the components of shareholders' equity.

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

The Company's investment policy is to invest its cash in financial instruments of high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

12. FINANCIAL INSTRUMENTS AND RISKS

Fair values

The Company's financial instruments include cash, marketable securities and accounts payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The following table summarizes the classification and values of the Company's financial instruments:

	September 30, 2014	December 31, 2013
	\$	\$
FVTPL (i)	16,076	37,122
Available-for-sale (ii)	1	1
Loans and receivables (iii)	10,000	10,000
Other financial liabilities (iv)	455,242	354,554

- (i) Cash
- (ii) Marketable securities
- (iii) Accounts payable

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

- Level 1 . Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 . Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
- Level 3 . Inputs that are not based on observable market data

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

	Level 1	Level 2	Level 3	September 30, 2014
	\$	\$	\$	\$
Cash	16,076	-	-	16,076

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12. FINANCIAL INSTRUMENTS AND RISKS (continued)

Financial risk management objectives and policies

The Company's financial instruments include cash, marketable securities and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *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. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk on cash the Company places the instrument with financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and exploration activity. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

(v) *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as held-for-trading, available-for-sale and cause fluctuations in the fair value of future cash flows for assets or liabilities classified as held-to-maturity, loans or receivables and other financial liabilities. The Company is exposed to market risk in trading its investments, and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The Company's investments are accounted for at estimated fair values and are sensitive to changes in market prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. The Company is not exposed to significant interest rate risk as the Company has no interest bearing debt. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

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13. SUBSEQUENT EVENT

Subsequent to the period, the Company entered into a Purchase Agreement with Alaska Ventures Inc. (Alaska), under the terms of the Agreement, Alaska agreed to sell to the Company all of Alaska's right, title, and interest, being an undivided 100% interest, in and to the 2 mineral claims located in the Alaska Mining Division, USA, known as the Tolstoi and Lichen properties. The Company issued to Alaska a total of 8,500,000 common shares in the capital of the Company with a total deemed value of \$85,000.