



Condensed Interim Financial Statements

Six Months Ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

Notice of No Auditor Review

The accompanying unaudited condensed interim financial statements have been prepared by management, in accordance with International Financial Reporting Standards, and are considered by management to present fairly the financial position, operating results and cash flows of the Company. The company's independent auditors have not performed a review of these 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 auditors.

Zimtu Capital Corp.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	May 31, 2014	November 30, 2013
Assets		
Current		
Cash and cash equivalents	\$ 265,189	\$ 25,402
Investments (Note 6)	7,830,861	6,142,128
Advances and amounts receivable (Note 11)	386,888	373,345
Prepaid expenses (Note 12)	88,978	98,756
	8,571,916	6,639,631
Loan receivable (Note 13)	126,030	145,905
Deposits (Note 14)	17,562	17,562
Equipment (Note 9)	14,569	27,181
Mineral property interests (Note 8)	466,025	382,404
	\$ 9,196,102	\$ 7,212,683
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 15)	\$ 291,316	\$ 289,779
GST/HST payable	14,696	7,118
Due to related parties (Note 19)	12,794	15,847
Unearned revenue (Note 16)	142,500	-
	461,306	312,744
Equity		
Share capital (Note 10)	7,874,331	7,874,331
Obligation to issue shares (Note 23)	391,648	3,779,648
Reserves (Note 10)	4,207,842	3,779,648
Retained earnings	(3,739,025)	(4,754,040)
Common shareholders' equity	8,734,796	6,899,939
	\$ 9,196,102	\$ 7,212,683

On behalf of the Board:

"David Hodge" Director _____
"Patrick Power" Director

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

Zimtu Capital Corp.
Condensed Interim Statements of Operations and Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

	Three months ended May 31,		Six months ended May 31,	
	2014	2013	2014	2013
Revenue				
Administrative fees	\$ 312,540	\$ 357,042	\$ 625,080	\$ 725,797
Corporate development services (Note 16)	160,634	-	160,634	(432,212)
Gain (loss) on sale of investments	(330,366)	(144,827)	(1,183,107)	(432,212)
Income from property sale	184,956	197,410	257,831	402,420
	327,764	409,625	(139,562)	696,005
Expenses				
General and administrative expenses (Note 18)	1,163,901	703,614	1,792,218	1,350,344
Income (loss) before other items	(836,137)	(293,989)	(1,931,780)	(654,339)
Other items				
Interest income	275	356	275	436
Unrealized gain (loss) on investments	225,632	388,793	3,003,561	826,062
Foreign exchange loss	(68)	(20)	(66)	(20)
Impairment of mineral properties	-	(2,811)	-	(2,811)
Gain on transaction (Note 7)	-	186,538	-	186,538
Equity (loss) of affiliates (Note 7)	(59,375)	(342,648)	(59,375)	(435,508)
Other income	-	-	2,500	5,000
	166,464	230,208	2,946,795	579,697
Net income (loss) and comprehensive income for the period	\$ (669,673)	\$ (63,781)	\$ 1,015,015	\$ (74,642)
Basic earnings (loss) per share	\$ (0.06)	\$ (0.01)	\$ 0.09	\$ (0.01)
Diluted earnings (loss) per share	\$ (0.05)	\$ (0.01)	\$ 0.08	\$ (0.01)
Weighted average number of common shares outstanding				
- basic	11,275,487	11,275,487	11,275,487	11,275,487
- diluted	12,956,487	12,690,387	12,956,487	12,690,387

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

Zimtu Capital Corp.
Condensed Interim Statements of Changes in Equity
(Unaudited - Expressed in Canadian Dollars)

	Share Capital		Obligation		Retained	
	No. of Shares	Amount	to issue	Reserves	Earnings/ (Deficit)	Total Equity
			Shares			
Balance, November 30, 2012	11,265,487	\$ 7,874,331	\$ -	\$ 3,779,648	\$ (978,252)	\$ 10,675,727
Net loss for the period	-	-	-	-	(74,642)	(74,642)
Balance, May 31, 2013	11,265,487	\$ 7,874,331	\$ -	\$ 3,779,648	\$ (1,052,894)	\$ 10,601,085
Balance, November 30, 2013	11,265,487	\$ 7,874,331	\$ -	\$ 3,779,648	\$ (4,754,040)	\$ 6,899,939
Obligation to issue shares (Note 23)	-	-	391,648	-	-	391,648
Share-based payments	-	-	-	428,194	-	428,194
Net income for the period	-	-	-	-	1,015,015	1,015,015
Balance, May 31, 2014	11,265,487	\$ 7,874,331	\$ 391,648	\$ 4,207,842	\$ (3,739,025)	\$ 8,734,796

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

Zimtu Capital Corp.
Condensed Interim Statements of Cash Flows
For the six months ended May 31,
(Unaudited - Expressed in Canadian Dollars)

	2014	2013
Operating Activities		
Net income (loss) for the period	\$ 1,015,015	\$ (74,642)
Items not involving cash		
Loss on sale of investments	852,741	432,212
Unrealized (gain) loss of investments	(3,003,561)	(826,061)
Shares received for property revenue	(257,125)	(385,920)
Shares received for finder's fees	(2,500)	(5,000)
Shares received for debt (Note 7)	(287,772)	-
Share-based payments	428,194	-
Administration fees	-	24,383
Amortization	12,612	12,663
Gain on loss of equity investment	-	435,508
Impairment of mineral property	-	2,810
Equity loss on affiliates	59,375	-
Gain on transaction (Note 6)	-	(186,538)
Changes in non-cash working capital		
Advances and amounts receivable	(5,965)	7,751
Prepaid expenses	9,778	35,555
Accounts payable and accrued liabilities	(1,516)	15,338
Cash provided by (used in) operating activities	(1,180,724)	(511,941)
Investing Activities		
Acquisition of investments	(825,784)	(566,705)
Proceeds on disposition of investments	1,781,767	971,804
Mineral property expenditures	(94,495)	(26,377)
Proceeds on disposition of mineral properties	5,000	15,210
Unearned revenue	142,500	146,000
Loans receivable	19,875	12,025
Acquisition of equipment	-	(1,960)
Cash used in investing activities	1,028,863	549,997
Financing Activities		
Share subscriptions received	391,648	-
Cash provided by financing activities	391,648	-
Change in cash during the period	239,787	38,056
Cash, beginning of period	25,402	223,341
Cash, end of period	\$ 265,189	\$ 261,397

Supplemental disclosure with respect to cash flows (Note 17)

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

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

The Company was incorporated in the Province of British Columbia on July 4, 2006, under the Business Corporations Act of British Columbia. The Company's principal business activities are investments in junior resource companies, mineral resource property acquisitions and dispositions, and the provision of management services. The Company is traded on the TSX Venture Exchange ("TSX-V") under the symbol 'ZC'. The Company also trades on the Frankfurt Stock Exchange under the symbol 'ZCT1'.

The head office and principal address are located at Suite 1450, 789 West Pender Street, Vancouver, BC, Canada V6C 1H2 and the registered and records office of the Company is located at Suite 800, 885 West Georgia Street, Vancouver, BC, Canada V6C 3H1.

These condensed interim financial statements were authorized for issue by the Audit Committee and Board of Directors on July 28, 2014.

2. BASIS OF PREPARATION

a) Statement of Compliance

These condensed interim statements are prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), applicable to the presentation of interim financial statements, including IAS 34, Interim Financial Reporting.

b) Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, this financial statement has been prepared using the accrual basis of accounting.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosure.

Judgement is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant areas where management's judgement has been applied include:

- Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs;
- Classifying categories of financial assets and financial liabilities in accordance with IAS 39, *Financial instruments: recognition and measurement*; and
- Evaluating if the criteria for recognition of provisions and contingencies are met in accordance with IAS 37, *Provisions, contingent liabilities and contingent assets*.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Significant areas requiring the use of management estimates and assumptions include:

- The recoverability of the carrying value of the mineral property interests is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest;
- The determination of useful lives of equipment;
- The inputs used in assessing the recoverability of deferred tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income;
- Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that have existed during the periods;
- The assumptions used to calculate fair value of investments in private company securities not quoted in an active market; and
- The inputs used in accounting for share-based payments.

4. SIGNIFICANT ACCOUNTING POLICIES

The policies applied in these condensed interim financial statements are consistent with policies disclosed in Note 4 of the financial statements for the year ended November 30, 2013. Therefore, these condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended November 30, 2013.

New Accounting Pronouncements

Certain new accounting standards and interpretations have been published that are mandatory for the November 30, 2014 reporting year. The following is a brief summary of the new standards adopted in the year:

IFRS 7 Financial instruments: disclosures and IAS 32 Financial instruments: presentation

Financial assets and financial liabilities may be offset, with the net amount presented in the statement of financial position, only when there is a legally enforceable right to set off and when there is either an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. The amendments to IAS 32, issued in December 2011, clarify the meaning of the offsetting criterion "currently has a legally enforceable right to set off" and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.

IFRS 9 Financial instruments

IFRS 9 was issued in November 2009 and subsequently amended as part of an ongoing project to replace IAS 39 Financial instruments: Recognition and measurement. The standard requires the classification of financial assets into two measurement categories based on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The two categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primarily unchanged from IAS 39. However, for financial liabilities measured at fair value, changes in the fair value attributable to changes in an entity's "own credit risk" is now recognized in other comprehensive income instead of in profit or loss. This new standard will also impact disclosures provided under IFRS 7 Financial instruments: disclosures.

In November 2013, the IASB amended IFRS 9 for the significant changes to hedge accounting. In addition, an entity can now apply the "own credit requirement" in isolation without the need to change any other accounting for financial instruments. The mandatory effective date of January 1, 2015 has been removed to provide sufficient time for preparers of financial statements to make the transition to the new requirements.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

New Accounting Pronouncements (continued)

IFRS 11 Joint Arrangements

IFRS 11 was issued by the IASB in May 2011. IFRS 11 provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interest in jointly controlled entities. IFRS 11 supersedes IAS 31 Interest in Joint Ventures and SIC-13 Jointly Controlled Entities – Non-Monetary Contributions by Venturers, and is effective for annual periods beginning on or after January 1, 2013.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 was issued by the IASB in May 2011. IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013.

IFRS 13 Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure 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. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and does not always reflect a clear measurement basis or consistent disclosures. The new standard is effective for years beginning on or after January 1, 2013.

Amendments to IAS 24 – Related Party Disclosures

The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014. The adoption of this issuance did not have a significant impact on the Company's financial statements.

IAS 36 Impairment of assets

The amendments to IAS 36, issued in May 2013, require:

- Disclosure of the recoverable amount of impaired assets; and
- Additional disclosures about the measurement of the recoverable amount when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount.

The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.

Amendments to IFRS 7 – Financial Instruments: Disclosures

The amendments to IFRS 7 require the disclosure of information that will enable users of an entity's financial statements to evaluate the effect, or potential effect, of offsetting financial assets and financial liabilities, to the entity's financial position. Amendments to IFRS 7 are applicable to annual periods beginning on or after January 1, 2013, with retrospective application required.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS AND CAPITAL DISCLOSURES

The investment operations of the Company's business involve the purchase and sale of securities and, accordingly, the majority of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including interest rate, credit, currency, liquidity and market risk. A discussion of the Company's use of financial instruments and their associated risk is provided below:

a) Fair value - The Company classifies its financial instruments using a fair value hierarchy as a framework for disclosing fair value of financial instruments based on inputs used to value the Company's investments. The hierarchy of inputs and description of inputs is described as follows:

Level 1 – fair values are based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – fair values are based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); or

Level 3 – fair values are based on inputs for the asset or liability that are not based on observable market data, which are unobservable inputs.

	Assets measured at fair value as at May 31, 2014			
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Fair value through profit or loss				
Cash on hand and bank balances	265,189	-	-	265,189
GIC	34,500	-	-	34,500
Investment in public company shareholdings	5,810,076	-	-	5,810,076
Investment in private company shareholdings	-	-	1,195,375	1,195,375
Investment in warrants	-	790,910	-	790,910
	6,109,765	790,910	1,195,375	8,096,050

	Assets measured at fair value as at November 30, 2013			
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Fair value through profit or loss				
Cash on hand and bank balances	25,402	-	-	25,402
GIC	34,500	-	-	34,500
Investment in public company shareholdings	4,399,666	-	-	4,399,666
Investment in private company shareholdings	-	-	1,286,875	1,286,875
Investment in warrants	-	421,087	-	421,087
	4,459,568	421,087	1,286,875	6,167,530

b) Interest rate risk - The Company is not exposed to significant interest rate risk even though the Company has cash balances, and its current policy is to invest excess cash in certificates of deposit or money market funds of major Canadian chartered banks. The GIC included in investment bear interest at a fixed rate, and the Company is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations. The sensitivity of the Company to a variation of 1% in the interest rate would not have a significant impact. The Company's other financial assets and financial liabilities do not comprise any interest rate risk since they do not bear interest.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS AND CAPITAL DISCLOSURES (continued)

c) Credit risk - The Company is not exposed to significant credit risk on its cash and cash equivalents and investments due to its cash and cash equivalents are placed with major financial institutions and investments are placed with a Canadian chartered bank or with independent investment dealer member of the Canadian Investor Protection Fund. All transactions executed by the Company in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Management believes that the credit risk with respect to advances and amounts receivables is remote. One customer accounted for 47% (2013: 60%) of the Company's administrative revenue.

d) Currency risk - The Company is not exposed to significant currency risk on fluctuations considering that its assets and liabilities are stated in Canadian dollars.

e) Liquidity risk - Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected as a result of downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments declines, resulting in losses upon disposition. The Company generates cash flow primarily from its administrative activities and proceeds from the disposition of its investments. The Company has sufficient investments that are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions.

f) Market risk - Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. 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 manages market risk by having a portfolio that is not singularly exposed to any one issuer or class of issuers. The Company's investment activities are currently concentrated primarily across several sectors in the natural resource industry, potash, precious metals, base metals, coal, graphite, rare earth elements, and rare metals. The Company also has set thresholds on purchases of investments. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar. The Company is not exposed to commodity price at this time.

g) Capital management - The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to meet its daily operating expenses. The Company may raise additional capital for additional cash required. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to identify and acquire new investment or business opportunities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the six months ended May 31, 2014 or the year ended November 30, 2013. The Company is not subject to externally imposed capital requirements.

ZIMTU CAPITAL CORP.**Notes to the Financial Statements****For the six months ended May 31, 2014****(Unaudited - Expressed in Canadian Dollars)****6. INVESTMENTS**

Investment in public company shareholdings	Investments at fair value through profit or loss as at May 31, 2014				
	Volume	Cost Base		Market Base	
		\$	\$/Share	\$	\$/Share
Arctic Star Exploration	2,435,283	496,557	0.20	280,058	0.115
Amarillo Gold	20,000	3,415	0.17	2,800	0.140
Big North Graphite	1,825,000	119,330	0.07	82,125	0.045
Canada Strategic Metals	825,000	199,092	0.24	66,000	0.080
Canadian International	354,000	40,895	0.12	28,320	0.080
Cannabis Technologies	367,000	36,700	0.10	135,790	0.037
Commerce Resources	4,056,178	2,075,958	0.51	1,135,730	0.280
Corex Gold	165,000	49,500	0.30	13,200	0.080
Cresval Capital	500,000	100,000	0.20	15,000	0.030
Delta Gold	1,000,000	100,000	0.10	20,000	0.020
Desert Star	851,500	277,859	0.33	170,300	0.200
Discovery Harbour	703,333	206,663	0.29	24,617	0.035
Dunedin Ventures	20,000	110,000	5.50	1,200	0.060
Elissa Resources	250,000	50,000	0.20	5,000	0.020
Equitas Resources	8,403,000	686,183	0.08	294,105	0.035
Equitorial Exploration	500	134	0.27	90	0.180
Fieldex Exploration	725,000	119,222	0.16	3,625	0.005
Galaxy Graphite	855,000	128,120	0.15	12,825	0.015
Indico Resources	214,000	53,500	0.25	16,050	0.075
Indigo Exploration	715,000	200,653	0.28	17,875	0.025
Iron Tank	1,000,000	100,000	0.10	40,000	0.040
Kapuskasing Gold	2,490,000	246,750	0.10	323,700	0.130
Kingsman Resources	55,444	100,237	1.81	13,861	0.250
Lakeland Resources	5,057,000	465,913	0.09	632,125	0.125
Legend Power Systems	200,000	100,000	0.50	61,000	0.305
Lithex Resources	1,200,000	53,758	0.04	24,212	0.020
Lomiko Metals	1,350,000	115,500	0.09	94,500	0.070
Montan Capital	1,534,500	205,719	0.13	184,140	0.120
Nouveau Life Pharmaceuticals	230,000	50,051	0.22	759	0.003
Open Gold	800,000	67,500	0.08	20,000	0.025
Pacific Potash	1,700,000	139,536	0.08	68,000	0.040
Pasinex Resources	8,511,873	745,430	0.09	766,069	0.090
Pinestar Gold	65,650	95,390	1.45	2,626	0.040
Pistol Bay	1,614,000	145,010	0.09	48,420	0.030
Prospero Silver	180,000	63,000	0.35	8,100	0.045
Rainmaker Resources	675,000	101,250	0.15	91,125	0.135
Red Oak Mining	600,000	73,000	0.12	15,000	0.050
Red Star Capital Ventures	1,650,000	99,000	0.06	33,000	0.020
92 Resources	1,000,000	50,000	0.05	10,000	0.010
Rio Silver	81,000	24,640	0.30	810	0.010
Strike Graphite	84,000	184,625	2.20	8,400	0.100
Takara Resources	317,269	10,000	0.03	11,104	0.035
Western Potash	2,508,333	1,188,682	0.47	1,028,415	0.410
		9,478,772		5,810,076	

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

6. INVESTMENTS (continued)

Investment in private company shareholdings	Investments at fair value through profit or loss as at May 31, 2014				
	Volume	Cost Base		Market Base	
		\$	\$/Share	\$	\$/Share
1191557 Ontario	600,000	6,000	0.01	6,000	Cost
Abalor Minerals	1,000,000	100,000	0.10	100,000	Cost
Adent Capital	5,000	525	0.11	525	Cost
Jack's Fork Exploration	2,220,000	344,100	0.16	344,100	Cost
Kittson Metals	200,000	10,000	0.05	10,000	Cost
MEP	750,000	7,500	0.01	7,500	Cost
Mogul Ventures	1,000,000	250,000	0.25	250,000	Cost
Pacific Polar Energy Group	2,000,000	200,000	0.10	20,000	0.01
Portovello Gold	2,000,000	100,000	0.05	100,000	Cost
Pucara Resources	350,000	52,500	0.15	52,500	Cost
Silver Stallion	1,000,000	50,000	0.05	50,000	Cost
Tamaka Gold	104,500	99,750	0.95	99,750	Cost
Tru Vision	500,000	75,000	0.15	75,000	Cost
Tyko Resources	400,000	80,000	0.20	80,000	Cost
		1,375,375		1,195,375	

Investments in warrants	Number of Warrants	Expiry Date	Exercise Price	Fair Value	Fair Value \$/Warrant
Altan Nevada	172,184	December 15, 2014	0.52	29	0.00
Arctic Star Exploration	1,584,727	April 12, 2015	0.37	22,927	0.01
Big North Graphite	375,000	June 13, 2014	0.15	2,731	0.01
Big North Graphite	600,000	July 3, 2015	0.10	7,256	0.01
Big North Graphite	1,250,000	March 13, 2016	0.08	29,303	0.02
Canada Strategic Metals	37,500	May 5, 2016	0.15	1,384	0.04
Canadian International	62,500	September 23, 2015	1.00	3,876	0.06
Canadian International	160,000	March 6, 2015	0.10	10,905	0.07
Commerce Resources	150,000	September 14, 2014	0.35	19,776	0.13
Delta Gold	500,000	September 14, 2017	0.17	4,888	0.01
Desert Star	100,000	June 13, 2014	0.80	34	0.00
Elissa Resources	250,000	March 4, 2016	0.30	503	0.00
Kapuskasing Gold	115,000	July 3, 2014	0.30	-	0.00
Kapuskasing Gold	1,000,000	February 4, 2019	0.10	129,081	0.13
Lakeland Resources	1,000,000	August 30, 2014	0.15	12,477	0.01
Lakeland Resources	285,000	March 17, 2015	0.30	5,359	0.02
Pacific Potash	1,450,000	December 28, 2015	0.13	15,114	0.01
Pasinex Resources	750,000	July 2, 2015	0.16	39,314	0.05
Pasinex Resources	2,178,572	April 7, 2017	0.12	175,186	0.08
Pasinex Resources	384,616	December 11, 2016	0.10	30,497	0.08
Pistol Bay	450,000	July 14, 2015	0.10	4,848	0.01
Rainmaker Resources	150,000	March 31, 2016	0.20	16,652	0.11
		2 years after a liquidity event			*
Tamaka Gold	104,500	liquidity event	1.50	-	-
Western Potash	2,708,333	October 24, 2015	0.52	258,770	0.10
Balance, May 31, 2014				790,910	
Investment in GIC, May 31, 2014				34,500	
Total value of investments, May 31, 2014				\$7,830,861	

* As of May 31, 2014, fair value of these warrants is \$nil due to the shares of these companies are not publicly traded or \$nil fair value calculated using Black-Scholes option model.

ZIMTU CAPITAL CORP.**Notes to the Financial Statements****For the six months ended May 31, 2014****(Unaudited - Expressed in Canadian Dollars)****6. INVESTMENTS (continued)**

Investment in public company shareholdings	Investments at fair value through profit or loss as at November 30, 2013				
	Volume	Cost Base		Market Base	
		\$	\$/Share	\$	\$/Share
Altan Rio Minerals	356,660	143,219	0.40	16,050	0.045
Altan Nevada	344,369	111,781	0.32	18,940	0.055
Arian Resources	10,000	27,912	0.56	700	0.070
Arctic Star Exploration	2,405,283	492,557	0.20	348,766	0.145
Big North Graphite	2,603,000	258,339	0.10	130,150	0.050
Canada Strategic Metals	800,000	245,667	0.31	36,000	0.045
Canadian International	1,838,667	43,133	0.02	27,580	0.015
Commerce Resources	3,756,178	2,015,958	0.54	262,932	0.070
Corex Gold	330,000	99,000	0.30	13,200	0.040
Cresval Capital	500,000	100,000	0.20	7,500	0.015
Delta Gold	1,000,000	100,000	0.10	30,000	0.030
Desert Star	876,500	286,009	0.33	175,300	0.200
Discovery Harbour	703,333	206,663	0.29	31,650	0.045
Dunedin Ventures	20,000	110,000	5.50	800	0.040
Elissa Resources	250,000	50,000	0.20	3,750	0.015
Equitas Resources	8,403,000	686,183	0.08	168,060	0.020
Equitorial Exploration	37,500	12,669	0.34	7,875	0.210
Fieldex Exploration	725,000	119,222	0.16	7,250	0.010
Galaxy Graphite	855,000	128,120	0.15	25,650	0.030
Indico Resources	400,000	100,000	0.25	40,000	0.100
Indigo Exploration	715,000	200,653	0.28	17,875	0.025
Iron Tank	1,000,000	100,000	0.10	50,000	0.050
Kibaran Nickel	714,300	210,004	0.29	72,461	0.101
Kingsman Resources	55,444	100,237	1.81	3,881	0.070
Lakeland Resources	4,647,000	386,014	0.08	487,935	0.105
Legend Power Systems	200,000	100,000	0.50	32,000	0.160
Lithex Resources	1,200,000	53,758	0.04	18,550	0.015
Lomiko Resources	500,000	36,359	0.07	30,000	0.06
Meridex Software	1,400,000	140,000	0.10	70,000	0.050
Moimstone	62,500	60,625	0.97	7,813	.125
Montan Capital	1,534,500	205,719	0.13	230,175	0.150
NexGen Energy	329,532	77,440	0.24	90,621	0.275
Nouveau Life Pharmaceuticals	230,000	50,051	0.22	-	0.000
Olympic Resources	2,730,000	190,500	0.07	68,250	0.025
Open Gold	800,000	67,500	0.08	16,000	0.020
Pacific Potash	2,170,000	178,076	0.08	151,900	0.070
Pasinex Resources	10,485,500	1,046,948	0.10	629,119	0.060
Pinestar Gold	65,650	95,390	1.45	5,909	0.090
Pistol Bay	1,750,000	176,250	0.10	61,250	0.035
Prospero Silver	180,000	63,000	0.35	13,500	0.075
Remstar Resources	250,000	19,194	0.08	3,750	0.015
Rio Silver	81,000	24,640	0.30	1,620	0.020
Standard Graphite	263,000	47,147	0.18	14,465	0.055
Strike Graphite	121,500	267,050	2.20	7,897	0.065
Tosca Mining	75,000	105,000	1.40	4,500	0.060
Universal Wing	600,000	73,000	0.12	9,000	0.015
Western Pacific Resources	15,000	7,632	0.51	1,125	0.075
Western Potash	2,708,333	1,283,481	0.47	947,917	0.350
		10,702,100		4,399,666	

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

6. INVESTMENTS (continued)

Investment in private company shareholdings	Investments at fair value through profit or loss as at November 30, 2013				
	Volume	Cost Base		Market Base	
		\$	\$/Share	\$	\$/Share
1191557 Ontario	600,000	6,000	0.01	6,000	Cost
Abalor Minerals	1,000,000	100,000	0.10	100,000	Cost
Adent Capital	5,000	525	0.11	525	Cost
Jack's Fork Exploration	2,220,000	344,100	0.16	344,100	Cost
Kittson Metals	200,000	10,000	0.05	10,000	Cost
Mogul Ventures	1,000,000	250,000	0.25	250,000	Cost
Pacific Polar Energy Group	2,000,000	200,000	0.10	20,000	0.01
Portovello Gold	2,000,000	100,000	0.05	100,000	Cost
Pucara Resources	350,000	52,500	0.15	52,500	Cost
Red Star Capital	1,650,000	99,000	0.06	99,000	Cost
Silver Stallion	1,000,000	50,000	0.05	50,000	Cost
Tamaka Gold	104,500	99,750	0.95	99,750	Cost
Tru Vision	500,000	75,000	0.15	75,000	Cost
Tyko Resources	400,000	80,000	0.20	80,000	Cost
		1,466,875		1,286,875	

Investments in warrants	Number of Warrants	Expiry Date	Exercise Price	Fair Value	Fair Value \$/Warrant
Altan Nevada	172,184	December 15, 2014	0.52	527	0.00
Altan Rio Minerals	178,330	February 10, 2014	0.69	-	-
Arctic Star Exploration	165,000	March 29, 2014	0.50	79	0.00
Arctic Star Exploration	1,584,727	April 12, 2015	0.37	58,153	0.04
Big North Graphite	375,000	June 13, 2014	0.15	2,239	0.00
Big North Graphite	600,000	July 3, 2015	0.10	14,709	0.02
Canada Strategic Metals	500,000	April 13, 2014	0.20	1,271	0.01
Canadian International	625,000	September 23, 2015	0.10	6,379	0.01
Delta Gold	500,000	September 14, 2017	0.17	9,044	0.02
Desert Star	100,000	June 13, 2014	0.80	3,798	0.05
Elissa Resources	250,000	March 4, 2016	0.30	1,550	0.01
Lakeland Resources	1,000,000	August 30, 2014	0.15	52,431	0.05
Olympic Resources	230,000	July 3, 2014	0.15	1,460	0.00
Regal Uranium	100,000	2 years from IPO	IPO	-	-
		2 years after a liquidity event	1.50	-	-
Tamaka Gold	104,500			-	-
Pacific Potash	1,450,000	December 28, 2015	0.13	55,227	0.03
Pasinex Resources	750,000	July 2, 2015	0.16	24,556	0.04
Western Potash	2,708,333	October 24, 2015	0.52	189,664	0.06
Balance, November 30, 2013				421,087	
Investment in GIC, November 30, 2013				34,500	
Total value of investments, November 30, 2013				\$6,142,128	

* As of November 30, 2013, fair value of these warrants is \$nil due to the shares of these companies are not publicly traded or \$nil fair value calculated using Black-Scholes option model.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

6. INVESTMENTS (continued)

As at May 31, 2014, the Company had two guaranteed investment certificates totaling \$34,500 (2013: \$34,500). Of the total, \$23,000 was issued on March 13, 2014, maturing on March 12, 2015 (2013: \$23,000 issued on March 15, 2013 and matured on March 14, 2014) with an interest rate of prime minus 1.95% (2013: 2.05%) and \$11,500 was issued on July 12, 2013 and matures on July 10, 2014 with an interest rate of prime minus 1.90% (2013: 1.90%). The latter GIC was subsequently renewed with an interest rate of prime minus 1.95% and maturing on July 9, 2015.

The Company classifies all of its investments other than equity method investees as investments at fair value through profit or loss, except for the investments classified as available-for-sale.

7. INVESTMENTS IN EQUITY METHOD INVESTEEES

	Pasinex Resources (a)	Prima Diamond (b)	0941680 BC Ltd. (c)	Total
At November 30, 2012	949,770	73,662	154,521	1,177,953
Loss from equity investees	-	(21,128)	(56,689)	(77,817)
Shares received for finder's fees	5,000	-	-	5,000
At April 17, 2013	954,770	52,534	97,832	1,105,136
Gain on transaction	-	284,370	(97,832)	186,538
Loss from equity investees	-	(336,904)	-	(336,904)
Recovery of loss from equity investee	281,980	-	-	281,980
Derecognition as equity method investee	(1,236,750)	-	-	(1,236,750)
At November 30, 2013	-	-	-	-
Investment in private placement	-	60,000	-	60,000
Adjustment of escrow shares	-	(625)	-	(625)
Loss from equity investee	-	(59,375)	-	(59,375)
At May 31, 2014	-	-	-	-

(a) Pasinex Resources Limited

On June 4, 2013, the Company sold 3,050,000 common shares of Pasinex in private transactions to a director and to an insider of Pasinex for gross proceeds of \$146,000. Upon closing of the private sale, Zimtu owned approximately 17% of the issued and outstanding capital of Pasinex and therefore no longer has significant influence of Pasinex. As a result, the Company ceased to account for the investment using the equity method. Effective June 4, 2013, the remaining investment in Pasinex was accounted for as an investment, held at fair market value. During the six months ended May 31, 2014, Pasinex issued the Company 2,877,718 shares at a deemed value of \$0.10 per share to satisfy \$287,718 of debt due to the Company. As at May 31, 2014, the Company owns 8,511,873 (2013: 10,485,500) common shares of Pasinex, which represents approximately 12% of Pasinex's outstanding shares. As at May 31, 2014, these shares had a fair value of \$766,069 (2013: \$629,119). See Note 6.

(b) Prima Diamond Corp. (formerly Prima Fluorspar Corp.)

As at April 17, 2013, the Company owned approximately 27% (2013: 27%) of the total outstanding shares of Prima Diamond Corp. ("Prima"), being 3,020,000 common shares (2013: 3,020,000). The Company exerted significant influence over Prima and therefore Prima was accounted for as an investment under the equity method. On April 18, 2013, the TSX-V approved Prima's acquisition of 0941680 BC Ltd. Upon completion of the Transaction, the former shareholders of 0941680 BC hold a controlling interest in Prima and will therefore account for the acquisition of 0941680 similarly to a reverse takeover transaction, with 0941680 BC being the deemed acquirer of the net assets of Prima. Prima issued 11,515,000 common shares to 0941680 BC's shareholders on a one for one basis. These common shares were subject to Escrow agreements pursuant to National Policy 46-201. Concurrent with the Transaction, Prima completed a private placement issuing 3,975,000 common shares with gross proceeds of \$602,500. At the completion of the Transaction, Zimtu held approximately 28% of Prima's outstanding shares.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

7. INVESTMENTS IN EQUITY METHOD INVESTEES (continued)

(b) Prima Diamond Corp. (formerly Prima Fluorspar Corp.) (continued)

The investment in Prima reflects Zimtu's share of the total fair value of consideration of Prima on April 18, 2013, the date of acquisition, plus any subsequent investments. Therefore, the fair value of the shares of Prima held by Zimtu is 28.1% of \$1,198,942, the fair value of consideration of the acquired shares, for a value of \$336,904 (2013: \$336,904) plus \$60,000 for a private placement subscription in April 2014, and is adjusted for \$59,375 (2013: \$336,904) of equity loss due to the decrease of net assets of Prima. The gain on the transaction is equal to the new fair value of the shares (\$336,904) less the remaining balance of the former Prima (\$52,534) and 0941680 BC (\$97,832) investments on April 17, 2013, for a gain on the Transaction of \$186,538. As at May 31, 2014, the Company holds 8,057,500 shares of Prima, equal to 24.74% of Prima's outstanding common shares.

(c) 0941680 BC Ltd. (formerly Prima Fluorspar Corp.)

As at April 17, 2013, the Company owned approximately 39% of the total outstanding shares of 0941680 BC Ltd. ("0941680 BC") (formerly Prima Fluorspar Corp.) a private company incorporated on May 29, 2012, being 4,500,000 common shares. The Company exerted significant influence over 0941680 BC and therefore 0941680 BC was accounted for as an investment under the equity method. The investment in 0941680 BC was recorded at cost of \$235,000 and was adjusted for \$nil (2013: \$56,689) of equity loss. At April 18, 2013, upon completion of the reverse takeover (the "Transaction" – see (b) above), the remaining balance of the original investment of 0941680 BC was reduced to nil.

8. MINERAL PROPERTY INTERESTS

Property Name	Partner	Balance, November 30, 2013 \$	Additions \$	Impairment \$	Property sales \$	Balance, May 31, 2014 \$
AB Frac /Peace River (n)	Dahrouge	9,750	1,125	-	(10,875)	-
AB Potash (α)	Dahrouge	84	-	-	-	84
Barite Claims (α)	N/A	1,401	-	-	-	1,401
Beatty Bay (α)	Dahrouge	21,590	-	-	-	21,590
Black Birch (α)	Dahrouge	14,068	-	-	-	14,068
Brassy Rapids (α)	Dahrouge	2,175	-	-	-	2,175
Deep Bay/Simon Lake (α)	Dahrouge	3,263	1,737	-	-	5,000
Diamonds (SK) (α)	Dahrouge	31,994	1,200	-	-	33,194
Irving Lake Gold (α)	Dahrouge	19,275	-	-	-	19,275
Jay Claims (α)	Dahrouge	2,759	-	-	-	2,759
Kubwa (α)	Strategic	165,000	-	-	-	165,000
Lac Caron Graphite (α)	Dahrouge	8,034	-	-	-	8,034
Pelican Frac Sands (α)	Dahrouge	-	12,339	-	-	12,339
Michon (α)	Dahrouge	1,803	-	-	-	1,803
Portland Graphite (α)	MPH	-	40,534	-	-	40,534
Saskoba Gold (α)	Dahrouge	35,405	-	-	-	35,405
Silica Claims (α)	N/A	34,313	2,506	-	-	36,819
Silver Standard (α)	N/A	5,000	-	-	-	5,000
Springer Lake (α)	Dahrouge	16,682	-	-	-	16,682
Voisey's Bay (α)	Dahrouge	-	35,055	-	-	35,055
Zaharik Lake (α)	Dahrouge	9,808	-	-	-	9,808
		382,404	94,496	-	(10,875)	466,025

ZIMTU CAPITAL CORP.**Notes to the Financial Statements****For the six months ended May 31, 2014****(Unaudited - Expressed in Canadian Dollars)****8. MINERAL PROPERTY INTERESTS (continued)**

Property Name	Partner	Balance, November 30, 2012 \$	Additions \$	Impairment \$	Property sales \$	Balance, November 30, 2013 \$
Munglinup (g)	Strategic	2,708	-	-	(2,708)	-
Portland Graphite (i)	MPH	64,715	-	-	(64,715)	-
AB Frac /Peace River (n)	Dahrouge	8,725	1,025	-	-	9,750
AB Potash (α)	Dahrouge	84	-	-	-	84
Barite Claims (α)	N/A	-	1,401	-	-	1,401
Beatty Bay (α)	Dahrouge	21,590	-	-	-	21,590
Black Birch (α)	Dahrouge	-	14,068	-	-	14,068
Brassy Rapids (α)	Dahrouge	-	2,175	-	-	2,175
Deep Bay/Simon Lake (α)	Dahrouge	-	3,263	-	-	3,263
Diamonds (SK) (α)	Dahrouge	-	31,994	-	-	31,994
Irving Lake Gold (α)	Dahrouge	19,275	-	-	-	19,275
Jay Claims (α)	Dahrouge	-	2,759	-	-	2,759
Kubwa (α)	Strategic	165,000	-	-	-	165,000
Lac Caron Graphite (α)	Dahrouge	8,034	-	-	-	8,034
Odin Creek (α)	Javorsky	2,811	-	(2,811)	-	-
Michon (α)	Dahrouge	1,803	-	-	-	1,803
Saskoba Gold (α)	Dahrouge	30,297	5,108	-	-	35,405
Silica Claims (α)	N/A	-	39,313	-	-	39,312
Springer Lake (α)	Dahrouge	-	16,682	-	-	16,682
Zaharik Lake (α)	Dahrouge	9,808	-	-	-	9,808
		334,850	117,788	(2,811)	(67,423)	382,404

(α) Properties Held for Sale

Joint Venture Properties*Dahrouge Geological Consulting Corp. and 877384 Alberta Ltd. ("Dahrouge")*

The Company, Dahrouge Geological Consulting Corp. ("Dahrouge") and 877384 Alberta Ltd. ("877384") entered into mutual agreements which were executed verbally that Dahrouge and 877384 will stake and hold the ownerships of the properties on behalf of the Company.

Strategic Resource Management Pty Ltd. ("Strategic")

On April 13, 2011, the Company entered into an agreement for the joint acquisition and sale of iron properties of merit in Australia with Kubwa Iron Ore Holdings Pty Ltd. ("Kubwa"). Kubwa is a private Australian company, wholly owned by Strategic Resource Management Pty Ltd. ("Strategic"). Zimtu will contribute \$50,000 on signing of the agreement (paid) and contribute up to \$50,000 to fund additional iron tenement applications for Kubwa (paid). After the 50/50% joint venture is formed, the proceeds from the sale of any or all of the tenements/permits will be shared equally by the Company and Kubwa; however, Zimtu will be entitled to the first portion of any cash consideration received for the tenements/permits equal to 50% of the amount contributed for additional tenement applications. If the maximum \$50,000 is spent on additional tenement applications, Zimtu will be entitled to the first \$25,000 of any cash consideration received. During the six months ended May 31, 2014, the Company paid \$nil (2013: \$nil) to Kubwa for geological evaluation expenditures.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

8. MINERAL PROPERTY INTERESTS (continued)

Joint Venture Properties (continued)

MPH Consulting Ltd. ("MPH")

During the year ended November 30, 2011, the Company and MPH Consulting Ltd. (with president, Paul Sobie and executive VP, Bill Brereton) entered into a mutual agreement which was executed verbally that they were the legal and beneficiary holders of the mineral claims making up the Lavergne Rare Earth Property and Black Donald Graphite Properties. The proceeds from the Lavergne Property and Black Donald Properties will be shared on a 50(Zimtu)-25(Sobie)-25(Brereton)% joint venture basis. During the year ended November 30, 2012, the parties entered into an agreement that they are the legal and beneficial holders of the mineral claims making up the Griffith and Brougham Graphite Properties, McWhirter Lake Property, and Portland Graphite Property.

Michel Robert ("Robert")

On December 28, 2011, the Company and Michel Robert entered into a mutual agreement which was executed verbally that they were the legal and beneficiary holders of the mineral claims making up the Quatre Milles Property. The proceeds from the Quatre Milles Property will be shared on a 50-50% joint venture basis.

Javorsky Properties ("Javorsky")

In 2010, the Company entered into an agreement for the joint exploration of several rare earth element claims of merit in Western Canada, known as the Old Lime Stone, Zirconium Mountain, Cerium Mountain, Parry Creek, Port Hope and Odin Creek Cerium. The Company and the other joint venturer, Dave Javorsky ("Javorsky"), each contributed for the acquisition costs of the properties. The properties will be held on a 50-50% joint venture basis, and the proceeds from the sale of the property will be shared equally by the Company and Javorsky. At November 30, 2013, all properties have been sold or written off.

Farmed-out Properties

(a) Blachford Rare Earth Element Property

On June 16, 2011, the Company and one of its prospecting partners signed an agreement with Desert Star Resources Ltd. ("Desert Star") (formerly First Graphite Corp.) whereby Desert Star can earn a 100% interest in the Blachford Rare Earth Element ("REE") Property located in the Northwest Territories, approximately 100 kilometres southeast of the city of Yellowknife. The property is contiguous to Avalon Rare Metals Inc.'s ("Avalon") Thor Lake REE Project. For its participation in the transaction, Zimtu will receive staged payments totalling \$100,000 (\$12,500 received in 2011 and \$37,500 received in 2012) and 1,250,000 common shares (500,000 shares received and fair valued at \$42,500 in 2012) over an 18-month period. Zimtu's partner will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the property; 1% of which can be purchased by Desert Star for \$750,000. The agreement was accepted by the TSX-V on November 30, 2011. On August 22, 2012, the agreement between Desert Star and Zimtu was terminated. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$16,500) was recognized as revenue for the satisfaction of Desert Star's termination obligations.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

8. MINERAL PROPERTY INTERESTS (continued)

Farmed-out Properties (continued)

(b) Black Donald, Little-Bryan and Beidelman-Lyall Graphite Properties

On November 2, 2011, the Company and its prospecting partners signed an agreement with Standard Graphite Corp. ("Standard") (formerly Orocan Resource Corp.) whereby Standard has an option to purchase a 100% interest in and to the Black Donald, Little-Bryan, and Beidelman-Lyall Graphite Properties located in the Ontario, Canada. For its participation in the transaction, Zimtu will receive cash of \$12,500 (received) and staged payments of 1,000,000 common shares (750,000 shares received and fair valued at \$160,250 in 2012) over a two-year period. Zimtu's prospecting partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims at which half can be purchased for \$1 million. The agreement was approved by the TSX-V on December 9, 2011. On September 16, 2013, the Company amended the property agreement as the Purchaser did not maintain the property and allowed some of the claims to lapse. To settle the original property agreement, the Purchaser issued the final 250,000 common shares to the Company. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$25,000) was recognized as revenue from the property sale.

(c) McWhirter Lake Graphite Property

On August 14, 2012, the Company and its prospecting partners signed an agreement with Olympic Resources Ltd. ("Olympic") whereby Olympic has an option to purchase a 100% interest in and to the McWhirter Lake Graphite Property located in the Carlow, Monteagle, and Dungannon townships in Ontario, Canada. For its participation in the transaction, Zimtu will receive cash payments of \$20,000 (received) and payments of 1,250,000 common shares (received 750,000 shares fair valued at \$37,500 in 2012, 250,000 shares fair valued at \$6,250 in 2013, and 250,000 shares fair valued at \$6,250 during the six months ended May 31, 2014). Zimtu's acquisition partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims of which one-half can be purchased for \$1 million. The agreement was approved by the TSX-V on August 28, 2012. During the six months ended May 31, 2014, \$6,250 (November 30, 2013: \$6,250) was recognized as revenue from the property sale.

(d) Flora Lake Graphite Property

On April 19, 2012, the Company and one of its prospecting partners signed an agreement with Olympic Resources Ltd. ("Olympic") whereby Olympic has an option to purchase a 100% interest in and to the Flora Lake Graphite Property located in Labrador, Canada. For its participation in the transaction, Zimtu will receive staged cash payments of \$30,000 (received) and staged payments of 1,500,000 common shares (250,000 shares received and fair valued at \$82,500 in 2012 and 250,000 received and fair valued at \$13,750 in 2013) over a fourteen-month period.

Zimtu's acquisition partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims of which one-half can be purchased for \$1 million. The agreement was approved by the TSX-V on May 31, 2012. On April 15, 2013, the Company and its prospecting partners amended the property agreement dated May 22, 2012 with Olympic for the Flora Lake Graphite Property. Olympic was to keep the property in good standing, however failed to do so. In order to alleviate their liability to the Vendors, Olympic issued 500,000 (fair valued at \$27,500) shares to the Company as full and complete fulfillment of their obligation under the agreement. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$41,250) was recognized as revenue from the property sale.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

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8. MINERAL PROPERTY INTERESTS (continued)

Farmed-out Properties (continued)

(e) Griffith and Brougham Graphite Properties

On April 17, 2012, the Company and its prospecting partners signed an agreement with Big North Graphite Corp. ("Big North") (formerly Big North Capital Inc.) whereby Big North has an option to purchase a 100% interest in and to the Griffith and Brougham Graphite Properties located in Ontario, Canada. For its participation in the transaction, Zimtu will receive cash of \$40,000 (received) and staged payments of 1,000,000 common shares (500,000 shares received with a fair value of \$75,000 in 2012, 250,000 shares received with a fair value of \$12,500 in 2013, and 250,000 shares received with a fair value of \$12,500 during the six months ended May 31, 2014) over a two-year period. Zimtu's acquisition partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims of which one-half can be purchased for \$1 million. The agreement was approved by the TSX-V on April 24, 2012. During the six months ended May 31, 2014, \$12,500 (November 30, 2013: \$12,500) was recognized as revenue from the property sale.

(f) Henry Graphite Property

On April 5, 2012, the Company and its prospecting partner signed an agreement with Desert Star Resources Ltd. ("Desert Star") (formerly First Graphite Corp.) whereby Desert Star has an option to purchase a 100% interest in and to the Henry Graphite Property located in Saskatchewan, Canada. For its participation in the transaction, Zimtu will receive staged cash payments of \$77,500 (received) and staged payments of 1,000,000 common shares (350,000 shares with a fair value of \$140,000 and 150,000 shares with a fair value of \$12,750 were received in 2012 and 125,000 (250,000 pre-consolidation) shares with a fair value of \$14,375 and 125,000 (250,000 pre-consolidation) with a fair value of \$10,000 were received in 2013) over a two-year period. Zimtu's acquisition partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims. The agreement was approved by the TSX-V on April 13, 2012. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$24,375) was recognized as revenue from the property sale.

(g) Munglinup Graphite Project

On February 27, 2012, the Company and its prospecting partners signed an agreement with Pinestar Gold Inc. ("Pinestar") whereby Pinestar has an option to purchase a 100% interest in and to the Munglinup Graphite Project located in the Western Australia and eight additional graphite occurrences located in Australia. For its participation in the transaction, Zimtu will receive cash of \$75,000 (\$12,500 received) and staged payments of 1,750,000 common shares over a two-year period. Zimtu's prospecting partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims at which half can be purchased for \$1 million. On May 11, 2012, Pinestar and Zimtu terminated the letter agreement in place with the Company and its prospecting partners to acquire the Munglinup Graphite Properties.

On February 19, 2013, the Company and its prospecting partners signed an agreement with Lithex Resources Limited ("Lithex"), a publicly traded company on the Australia Securities Exchange (ASX: LTX), whereby Lithex has an option to purchase a 100% interest in and to the Munglinup Graphite Project located in the Western Australia and eight additional graphite occurrences located in Australia. For its participation in the transaction, Zimtu will receive cash of \$15,210 (received) and payments of 1,200,000 common shares (received) fair valued at \$53,758. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$66,260) was recognized as revenue from the property sale

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

8. MINERAL PROPERTY INTERESTS (continued)

Farmed-out Properties (continued)

(h) Quatre Milles Graphite Property

On November 11, 2011, the Company and its prospecting partners signed an agreement with Lomiko Metals Inc. ("Lomiko") whereby Lomiko has an option to purchase a 100% interest in and to the Quatre Milles Graphite Property located in the Quebec, Canada. For its participation in the transaction, Zimtu will receive cash of \$25,000 (received) and staged payments of 2,000,000 common shares (500,000 shares received with a fair value of \$55,000 in 2011, 250,000 shares received with a fair value of \$16,250 in 2012, 500,000 shares received with a fair value of \$27,500 in 2013, and 750,000 shares received with a fair value of \$67,500 during the six months ended May 31, 2014) over a two-year period. Zimtu's acquisition partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims which can be purchased for \$1 million. The agreement was approved by TSX-V on March 26, 2012. During the six months ended May 31, 2014, \$67,500 (November 30, 2013, \$27,500) is recognized as revenue from the property sale.

On May 7, 2012, the Company and its prospecting partners signed an agreement with Lomiko whereby Lomiko has an option to purchase a 100% interest in and to the Quatre Milles - Extension located in the Quebec, Canada. For its participation in the transaction, Zimtu will receive cash of \$1,000 (received) and 600,000 common shares (received) fair valued at \$48,000. Zimtu's prospecting partners will receive cash and share consideration equal to that of Zimtu. The agreement was approved by the TSX-V on March 25, 2014.

(i) Portland Graphite Property

On February 26, 2013, the Company and one of its prospecting partners signed an agreement with Pistol Bay Mining Inc. ("Pistol Bay") whereby Pistol Bay can earn a 100%-interest in the advanced stage Portland Graphite Property located in Southern Ontario. For its participation in the transaction, the Company will receive cash of \$75,000 and share payments of 2,750,000 common shares (1,000,000 shares received and fair valued at \$135,000 and 750,000 shares fair valued at \$41,250) over a two year period. Zimtu's prospective partner will receive cash/share consideration equal to that of Zimtu. The timing of the staged payments were modified in an agreement dated May 31, 2013. The agreement was accepted by the TSX-V on March 20, 2013. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$111,535) is recognized as revenue from the property sale. Subsequent to the six months ended May 31, 2014, the agreement was terminated (see Note 23).

(j) C&C/7 Rare Earth Element Properties

On December 15, 2010, Critical Elements Corp. (formerly First Gold Exploration Inc.) announced that it had signed an agreement with the Company and its joint venture partners, C&C, to acquire a 100% interest in seven rare earth element (REE) and niobium properties in southeastern British Columbia. For its participation in the transaction, the Company will receive staged payments of \$62,500 cash (received) and share payments totalling 2,000,000 common shares (1,000,000 shares received and fair valued at \$290,000 in 2011, 500,000 shares received and fair valued at \$70,000 in 2012, and 500,000 shares received and fair valued at \$117,500 in 2013) over a two year period. Zimtu's partners, C&C, will together receive cash and share consideration equal to that of Zimtu. During the term of the agreement Critical Elements shall ensure that the claims are maintained in good standing. The vendors will retain a 2% NSR royalty on the properties; 1% of which can be purchased by Critical Elements for \$1-million and the second 1% of which can be purchased by Critical Elements for \$5-million. The transaction was accepted by the TSX-V on January 5, 2011. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$117,500) is recognized as revenue from the property sale.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

8. MINERAL PROPERTY INTERESTS (continued)

Farmed-out Properties (continued)

(k) Deep Bay Graphite and Simon Lake Graphite Properties

On September 1, 2011, the Company and one of its prospecting partners signed an agreement with Strike Graphite Corp. (formerly Strike Gold Corp.) (“Strike”) whereby Strike has an option to purchase a 100% interest in and to the Deep Bay East and Simon Lake Graphite Properties located in the Saskatchewan, Canada. For its participation in the transaction, Zimtu will receive staged payments of \$162,500 (\$87,500 received) and 1,500,000 common shares (500,000 shares received and fair valued at \$167,500 in 2011 and 500,000 shares received and fair valued at \$155,000 in 2012) over a 14-month period. Zimtu’s prospecting partner will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 3% NSR royalty on the claims. The agreement was accepted by the TSX-V on September 6, 2011.

On November 19, 2012, the agreement was amended to defer the final payment and share issuance from November 6, 2012 to February 28, 2013. On March 22, 2013, the Company provided Strike with a written notice of default, requiring payment of cash and shares in full before close of business on April 21, 2013 and again on October 22, 2013, the Company provided Strike with a written notice of default, requiring payment of cash and shares in full before close of business on November 22, 2013. The payment did not received and the option agreement was terminated and the property was returned to the Optionors. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$nil) was recognized as revenue from the property sale.

(l) Snip and Seebach Properties

On November 22, 2010, the Company announced that it and one of its prospecting partners had signed an option agreement with Remstar Resources Ltd. whereby Remstar can earn a 60% interest in the Snip and Seebach 02-03 rare-earth-element properties located in the Carbo area of north-eastern British Columbia. Remstar and the Company renegotiated the terms of the option agreement on June 17, 2011. As a result of the signing of the revised agreement, Remstar will now acquire a 100% interest in the properties by paying \$25,000 (paid) and issuing a total of 2,000,000 common shares (1,000,000 shares received and fair valued at \$100,000 in 2010 and 250,000 shares received and fair valued at \$7,500 in 2012) over two years to the Company and incurring exploration expenditures of \$850,000 over three years. Zimtu's partner will receive cash and share consideration equal to that of Zimtu. The vendors will retain a 2% NSR royalty on the properties. The agreement was accepted by the TSX-V on July 25, 2011. \$113,227 and \$4,525 from the transaction is respectively recognized as revenue from property sale in 2011 and 2010.

On June 29, 2012, the agreement between the Company and Remstar Resources Ltd. for the purchase of the Snip and Seebach Properties was amended. As a result, the Company will receive 2,000,000 common shares (1,000,000 shares received and fair valued at \$100,000 in 2010 and 250,000 shares received and fair valued at \$7,500 in 2012) over five years (previously over two years) and incur exploration expenditures of \$850,000 over five years (previously over three years). Zimtu's partner will receive cash and share consideration equal to that of Zimtu. The vendors will retain a 2% NSR royalty on the properties. The mineral property agreement was terminated on July 24, 2013.

(m) Zim Frac Claims

On January 27, 2014, the Company and its prospecting partner signed an agreement with 92 Resources Corp. (“92 Resources”) (formerly Rio Grande Mining Corp.) whereby 92 Resources can earn a 100% interest in and to the Zim Frac Sand Property located in Alberta, Canada. For its participation in the transaction, the Company will receive share payments of 1,000,000 common shares (received and fair valued at \$50,000). Zimtu’s prospective partner will receive share consideration equal to that of Zimtu. The agreement was accepted by the TSX-V on February 6, 2014. During the six months ended May 31, 2014, \$50,000 (November 30, 2013: \$nil) is recognized as revenue from the property sale.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

8. MINERAL PROPERTY INTERESTS (continued)

Farmed-out Properties (continued)

(n) Peace River Frac Sands Property

On January 28, 2014, the Company and its prospecting partner signed an agreement with Rainmaker Mining Corp. ("Rainmaker") whereby Rainmaker can earn a 100%-interest in and to the Peace River Frac Sand Property located in Alberta, Canada. For its participation in the transaction, the Company will receive cash of \$10,000 (\$5,000 received) and share payments of 750,000 common shares (375,000 common shares received and fair valued at \$56,250 during the six months ended May 31, 2014) on or before September 15, 2014. Zimtu's prospective partner will receive cash/share consideration equal to that of Zimtu. The agreement was accepted by the TSX-V on February 25, 2014. During the six months ended May 31, 2014, \$50,375 (November 30, 2013: \$nil) is recognized as revenue from the property sale.

Property Advisory Services

Big North Lake Graphite Property

On March 27, 2012, the Company and its prospecting partners signed an agreement with Big North Graphite Corp. ("Big North") (formerly Big North Capital Inc.) whereby Big North has an option to purchase a 100% interest in and to the Big North Lake Graphite Property located in Quebec, Canada. For its participation in the transaction, Zimtu will receive cash of \$20,000 (received) and staged payments of 750,000 common shares (375,000 shares received with a fair value of \$65,625 and 125,000 shares received with a fair value of \$7,500 in 2012, and 125,000 shares received with a fair value of \$6,250 and 125,000 shares received with a fair value of \$5,625 in 2013) on or before over a fourteen-month period, as well as incurring a minimum of exploration expenditures totalling \$500,000 within fifteen months of the effective date. Zimtu's acquisition partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims of which one-half can be purchased for \$1 million. The agreement was approved by the TSX-V on April 24, 2012. During the six months ended May 31, 2014, \$nil (November 30, 2013: \$11,875) was recognized as revenue from the property sale.

Goeland Rare Earth Property

On January 6, 2011, Canada Strategic Metals Inc. ("Canada Strategic") (formerly Canada Rare Earth Inc.) announced that it had signed an agreement with the Company and one of its prospecting partners to acquire a 100% interest in the Goeland Rare Earth Property, located 215 km north of Val d'Or in the Abitibi region of Quebec. For its participation in the transaction, the Company received \$12,500 cash on signing and staged share payments totalling 1,250,000 common shares (500,000 shares received and fair valued at \$370,000 in 2011, 250,000 shares received and fair valued at \$92,500 in 2012, 250,000 shares received and fair valued at \$21,250 in 2013, and 250,000 shares received and fair valued at \$22,500 during the six months ended May 31, 2014) over a 36 month period. The vendors will retain a 2% NSR royalty on the properties; 1% of which can be purchased by Canada Strategic for \$1,000,000. Zimtu's partner will receive cash and share consideration equal to that of Zimtu. The transaction was accepted by the TSX-V January 21, 2011. During the six months ended May 31, 2014, \$22,205 (November 30, 2013: \$21,250) is recognized as revenue from the property advisory services performed.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

8. MINERAL PROPERTY INTERESTS (continued)

Property Advisory Services (continued)

Wagon Graphite Property

On February 20, 2012, the Company and its prospecting partners signed an agreement with Strike Graphite Corp. ("Strike") whereby Strike has an option to purchase a 100% interest in and to the Wagon Graphite Properties located in the Quebec, Canada. For its participation in the transaction, Zimtu will receive cash of \$12,500 (\$7,500 received) and staged payments of 375,000 common shares (125,000 shares received with a fair value of \$42,500 in 2012 and 250,000 shares received and fair valued at \$7,500 in 2013), as well as incurring a minimum of exploration expenditures totalling \$100,000 on or before April 11, 2013. Zimtu's acquisition partners will receive cash and share consideration equal to that of Zimtu. The vendors will collectively retain a 2% NSR royalty on the claims of which one-half can be purchased for \$1 million. The agreement was approved by the TSX-V on April 11, 2012. On October 15, 2012, the agreement was amended to replace the final cash payment with a payment of 125,000 shares (received and fair valued at \$3,750 in 2013). During the six months ended May 31, 2014, \$nil (November 30, 2013: \$11,250) is recognized as revenue from the property advisory services performed

9. PROPERTY AND EQUIPMENT

Cost	Office Furniture	Leasehold Improvements	Computer Equipment	Total
November 30, 2012	\$ 177,121	\$ 101,164	\$ 21,664	\$ 299,949
Additions	-	-	1,960	1,960
November 30, 2013 and May 31, 2014	\$ 177,121	\$ 101,164	\$ 23,624	\$ 301,909
Accumulated depreciation				
November 30, 2012	\$ 165,750	\$ 61,919	\$ 21,664	\$ 249,333
Additions	4,665	19,995	735	25,395
November 30, 2013	\$ 170,415	\$ 81,914	\$ 22,399	\$ 274,728
Additions	2,185	9,937	490	12,612
May 31, 2014	\$ 172,600	\$ 91,851	\$ 22,889	\$ 287,340
Net book value				
November 30, 2013	\$ 6,706	\$ 19,250	\$ 1,225	\$ 27,181
May 31, 2014	\$ 4,521	\$ 9,313	\$ 735	\$ 14,569

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

10. SHARE CAPITAL

- a) Authorized: Unlimited common shares without par value
- b) Issued: During the six months ended May 31, 2014 and the year ended November 30, 2013, there were nil shares issued by the Company.
- c) Warrants: There are no share purchase warrants outstanding.
- d) Stock Option Plan

The Company has a Stock Option Plan (the "Plan") under which it is authorized to grant options to directors, officers, consultants or employees of the Company. At the Company's Annual General Meeting on May 22, 2013, the shareholders approved the "2013 Stock Option Plan", and set the number of options granted under the Plan to be fixed at 1,998,873 (2013: 1,998,873), which is equal to 20% of the issued and outstanding shares. Options granted under the Plan have a maximum life of five years. Options granted to employees vest fully on grant. Options issued to investor relations consultants vest in stages over 12 months with one quarter of the options vesting in any three month period.

A summary of the stock option transactions under the Company's stock option plan is presented below:

	May 31, 2014		November 30, 2013	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	871,000	\$ 1.18	1,414,900	\$ 1.07
Granted	1,100,000	0.50	-	-
Expired/cancelled	(290,000)	0.90	(543,900)	0.90
Outstanding, end of period	1,681,000	\$ 0.78	871,000	\$ 1.18
Weighted average life (years)	3.53		1.14	

At May 31, 2014 and November 30, 2013, the Company had the following stock options outstanding:

Expiry Date	Original Exercise Price	May 31, 2014 Number of options	November 30, 2013 Number of options
May 4, 2014	\$0.90	-	290,000
June 1, 2014	\$0.90	75,000	75,000
December 3, 2014	\$1.08	96,000	96,000
April 5, 2015	\$1.35	100,000	100,000
November 4, 2015	\$1.48	310,000	310,000
February 25, 2019	\$0.50	100,000	-
March 31, 2019	\$0.50	500,000	-
April 30, 2019	\$0.50	500,000	-
		1,681,000	871,000

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

10. SHARE CAPITAL (continued)

On February 25, 2014, a total of 100,000 stock options were issued to a consultant. The stock options have an exercise price of \$0.50 and expire on February 25, 2019. The exercise price of the options granted is equal to the market price at the date of grant.

On March 31, 2014, a total of 500,000 stock options were issued to employees and consultants. The stock options have an exercise price of \$0.50 and expire on March 31, 2019. The exercise price of the options granted is equal to the market price at the date of grant.

On April 30, 2014, a total of 500,000 stock options were issued to employees and consultants. The stock options have an exercise price of \$0.50 and expire on April 30, 2019. The exercise price of the options granted is equal to the market price at the date of grant.

During the six months ended May 31, 2014, share based payment expenses of \$428,194 (May 31, 2013 - \$nil) was recognized for the above granted stock options using the Black-Scholes option pricing model with the following assumptions:

	May 31, 2014	November 30, 2013
Risk-free interest rate	1.67-1.71%	N/A
Expected life of options	5 years	N/A
Annualized volatility	91-95%	N/A
Dividends	0.00%	N/A
Fair value of option	\$0.36-0.42	N/A

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

11. ADVANCES AND AMOUNTS RECEIVABLE

The Company's current advances and amounts receivable consist mainly of amounts advanced for property and share payments.

12. PREPAID EXPENSES

The Company's current prepaid expenses consist mainly of marketing expenses paid in advance of service, advance payments made on the Company's credit card for marketing and travel expenses, and an advance payment for a future investment.

13. LOAN RECEIVABLE

The Company's loans receivable consist of:

- nine promissory notes totalling \$6,150 issued to individuals with a term ending April 18, 2016, three years from the date of the completion of the reverse takeover of Prima. The non-interest bearing promissory notes are for shares issued to employees of the Company,
- twelve promissory notes totalling \$9,600 issued to individuals with a term ending three years following the date on which Red Star Capital Ventures Inc. shares commence trading on the TSX-V following the acceptance of a qualified transaction pursuant to the policies of the TSX-V. The non-interest bearing promissory notes are for shares issued to employees of the Company, and
- three promissory notes totalling \$110,280 with terms of three years ending April 27, 2015. These non-interest bearing loans are for the sale of shares of Pasinex to three individuals. The repayments coincide with the release of shares from escrow.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

14. DEPOSITS

The Company's deposits consist of an amount equal to one month's basic rent, held by the landlords to be applied to the last month of rent in the Company's lease (see Note 21).

15. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities of the Company are due to service providers, mainly including management fees, professional fees and consulting fees. All accounts payable and accrued liabilities for the Company fall due within the next 12 months.

16. UNEARNED REVENUE

The Company has entered into agreements with three companies to provide corporate development and marketing services for a twelve month period. These services are billed for in advance and recorded as revenue on the first of the month. Amounts received for services provided in the future are included as unearned revenue.

17. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	Six months ended May 31, 2014		Six months ended May 31, 2013	
Income tax paid	\$	-	\$	-
Interest paid	\$	-	\$	-
Gain on transaction (note 7)	\$	-	\$	(186,538)
Shares received for debt (note 7)	\$	287,772	\$	5,000
Shares received for finders' fees	\$	2,500	\$	5,000
Shares received for property	\$	257,125	\$	385,920

18. GENERAL AND ADMINISTRATIVE EXPENSES

During the three and six months ended May 31, 2014 and 2013, the Company incurred the following general and administrative expenses:

	Three months ended May 31,		Six months ended May 31,	
	2014	2013	2014	2013
Expenses				
Advertising and promotion	\$ 212,419	\$ 108,581	\$ 312,194	\$ 211,082
Amortization	6,368	6,368	12,612	12,663
Filing fees and transfer agent	10,874	10,019	17,079	17,056
Investor relations	12,087	20,000	48,939	29,438
Office, rent and telephone	73,558	75,387	149,491	152,404
Professional fees	33,750	33,401	45,037	71,070
Share-based payments	428,194	-	428,194	-
Wages and benefits	386,651	449,858	778,672	856,631
	1,163,901	703,614	1,792,218	1,350,344

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

19. RELATED PARTY TRANSACTIONS

The Company incurred the following fees and expenses in the normal course of operations and are measured at the exchange amount.

	Six months Ended May 31,	
	2014	2013
Key management compensation*	\$	\$
Total wages paid	278,986	339,239
Amounts due to (from) related parties	May 31, 2014	November 30, 2013
Sean Charland, a director	-	2,605
Sven Olsson, a director	12,794	13,242
Total amount due to (from) related parties	\$ 12,794	\$ 15,847

* Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and certain members of its Board of Directors.

20. SEGMENT INFORMATION

All of the Company's business is located in Canada. The Company's segment information is presented by industry according to the nature of their operations and the products and services they provide. Each of the Company's industry segments represents a strategic business unit offering products and services subject to different risks and returns from those of the other industry segments. Summary details of the industry segments are as follows:

- (a) Investment in stock, warrants and others
- (b) Investments in mineral resource property acquisitions and dispositions segment and project management;
- (c) Management services segment;
- (d) Corporate segment

For the six months ended May 31, 2014

	Investment in stock, warrants and others	Investment in mineral properties	Management services	Corporate	Total
	\$	\$	\$	\$	\$
Revenue					
Administrative fees	-	-	625,080	-	625,080
Corporate development fees	-	-	160,634	-	160,634
Loss on sale of investments	(1,183,107)	-	-	-	(1,183,107)
Income from property sale	-	257,831	-	-	257,831
	(1,183,107)	257,831	785,714	-	(139,562)
Segment assets	7,830,831	466,025	-	899,216	9,196,102
Expenditure for segment capital assets	-	94,495	-	-	94,495

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

For the six months ended May 31, 2014

(Unaudited - Expressed in Canadian Dollars)

20. SEGMENT INFORMATION (continued)

For the six months ended May 31, 2013

	Investment in stock, warrants and others \$	Investment in mineral properties \$	Management services \$	Corporate \$	Total \$
Revenue					
Administrative fees	-	-	729,146	-	729,146
Loss on sale of investments	(432,212)	-	-	-	(432,212)
Income from property sale	-	402,420	-	-	402,420
	(432,212)	402,420	729,146	-	699,354

For the year ended November 30, 2013

Segment assets	6,142,128	382,404	-	1,354,550	7,879,082
Expenditure for segment capital assets	-	117,788	-	1,960	119,748

21. LONG-TERM LEASE OBLIGATIONS

The Company leases premises under a long-term lease that expires September 1, 2014. The Company has renewed the lease for a 5 year term. The basic rent under the lease agreement is set out in the table below. In addition, the Company is required to pay realty taxes, maintenance, and other costs for the leased premises.

The rent payable in each of the next two fiscal years is as follows:

November 30, 2015	115,184
November 30, 2016	116,436
	<u>\$231,620</u>

22. COMPARATIVE FIGURES

Certain comparative figures have been reclassified in order to conform to the current year's financial statements presentation.

23. EVENTS AFTER THE REPORTING PERIOD

- On July 11, 2014, the Company completed a non-brokered private placement, issuing 2,228,690 units ("Unit") at a price of \$0.50, for gross proceeds of \$1,114,345. Each Unit consists of one common share of the Company and one non-transferrable common share purchase warrant ("Warrant"), with one Warrant entitling the holder to acquire one additional share at a price of \$0.75 per warrant until July 11, 2016. The Company paid cash finders' fees to certain finders in the aggregate amount of \$29,840 and issued 59,680 warrants (the "Finders warrants") exercisable into one common share until July 11, 2016 at a price of \$0.50. The Warrants and Finders' Warrants are subject to an acceleration clause. If on any 20 consecutive trading days following July 11, 2014, the closing sales price of the Shares as quoted on the TSX-V is greater than 150% of the exercise price, the Company may accelerate the expiry date of the Warrants or Finders' Warrants to the 30th day after the date on which the Company gives notice to the Warrant holder.
- On July 4, 2014, Pistol Bay Mining Inc. notified the Company that it will not pursue its Option Agreement announced February 26, 2013 on the Portland Graphite Properties located in Ontario Canada.

ZIMTU CAPITAL CORP.

Notes to the Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

23. EVENTS AFTER THE REPORTING PERIOD (continued)

- c) On May 20, 2014, the Company and its prospecting partners signed an agreement with Strike Graphite Corp. (“Strike”) whereby Strike can earn an 80%-interest in and to the Sask Craton Property located in east-central Saskatchewan, Canada. For its participation in the transaction, the Company will receive share payments of 1,000,000 common shares at a deemed value of \$0.05 and 200,000 transferrable common share purchase warrants with an exercise price of \$0.25 per common share warrant, valid for a three-year term. Zimtu’s prospecting partners will receive cash of \$553,028 and 800,000 transferable common share purchase warrants with the same terms as above. The agreement has received conditional approval by the TSX-V on July 3, 2014, and final approval is subject to certain conditions to be satisfied by Strike.