
BISON GOLD RESOURCES INC.

FINANCIAL STATEMENTS

March 31, 2013

Management's Responsibility for Condensed Interim Financial Statements

The accompanying unaudited condensed interim financial statements of Bison Gold Resources Inc. (the "Company" or "Bison") are the responsibility of the Board of Directors.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34-Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim financial statements and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"signed Amir Mousavi"
Amir Mousavi
Chief Executive Officer

"signed Chris Carmichael"
Chris Carmichael
Chief Financial Officer

Toronto, Canada
May 24, 2013

NOTICE TO READER

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements as at and for the three months ended March 31, 2013 have not been reviewed by the Company's auditors

BISON GOLD RESOURCES INC.

BALANCE SHEETS

(unaudited)	March 31 2013	December 31 2012
Assets		
Current assets		
Cash and short term deposits	\$ 735,916	\$ 894,279
Share subscriptions receivable (Note 8(a))	109,800	29,800
HST/GST receivable	44,156	87,968
Prepaid expenses and sundry receivables	15,400	5,156
	905,272	1,017,203
Equipment (Note 5)	6,213	6,717
Mineral properties and deferred exploration costs (Note 6)	10,287,675	10,262,120
	\$ 11,199,161	\$ 11,286,040
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 396,945	\$ 681,886
Deferred premium on flow through shares (Note 7)	67,258	115,612
	464,203	797,498
Deferred income tax liability (Note 10)	1,174,980	1,174,980
	1,639,183	1,972,478
Equity		
Share capital (Note 8(a))	13,465,544	13,099,529
Units to be issued	-	200,000
Contributed surplus	3,232,425	3,144,362
Deficit	(7,137,990)	(7,130,329)
	9,559,978	9,313,562
	\$ 11,199,161	\$ 11,286,040

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

Going Concern (Note 1)

BISON GOLD RESOURCES INC.

STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(unaudited)

For the three months ended March 31

2013

2012

Expenses

Audit and legal fees	\$	(52,509)	\$	14,303
Consulting fees		75,750		171,656
Flow-through interest expense		-		6,846
Insurance		2,214		3,484
Interest and bank charges		726		2,781
Office and general		6,279		20,690
Rent		2,250		6,000
Salaries		-		19,296
Stock-based compensation (Note 8(b))		2,503		98,882
Transfer agent, listing and filing fees		8,887		9,618
Travel and promotion		10,014		33,277
Depreciation		504		1,280
		56,617		388,113
Other income and expenses				
Interest income		(602)		(7,861)
Loss on disposal of capital assets		-		-
Premium paid on flow through shares		(48,354)		(326,228)
Net loss and comprehensive loss for the period	\$	7,661	\$	54,024
Weighted average number of common shares outstanding – basic and diluted		108,859,504		85,697,123
Basic and fully diluted loss per share (Note 9)	\$	0.00	\$	0.00

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

BISON GOLD RESOURCES INC.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(unaudited)

For the three month periods ended March 31	2013	2012
Share capital		
Balance, beginning of period	\$ 13,099,529	\$ 12,426,455
Shares issued on private placements	465,000	-
Value of warrants issued	(85,560)	-
Costs of shares issued	(13,425)	(13,663)
Balance, end of period	13,465,544	12,412,792
Shares to be issued		
Balance, beginning of period	200,000	-
Shares to be issued on private placements	(200,000)	-
Balance, end of period	-	-
Contributed surplus		
Balance, beginning of period	3,144,362	2,820,069
Stock-based compensation	2,503	98,882
Warrants issued on private placements	85,560	-
Balance, end of period	3,232,425	2,918,951
Deficit		
Balance, beginning of period	(7,130,329)	(5,668,234)
Net loss for the period	(7,661)	(54,024)
Balance, end of period	(7,137,990)	(5,722,258)
Total shareholders' equity, end of period	\$ 9,559,979	\$ 9,609,485

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

BISON GOLD RESOURCES INC.

STATEMENTS OF CASH FLOWS

For the three month periods ended March 31	2013	2012
Cash flow from operating activities		
Net loss for the period	\$ (7,661)	\$ (54,024)
Items not affecting cash:		
Depreciation	504	1,280
Stock-based compensation	2,503	98,882
Premium paid on flow through shares	(48,354)	(326,228)
Changes in non-cash working capital:		
Accounts and share subscription receivable	(80,000)	236,600
HST/GST receivable	43,812	(100,170)
Prepaid expenses and sundry receivables	(10,244)	(13,844)
Accounts and interest payable and accrued liabilities	(284,941)	669,697
	(384,382)	512,193
Cash flow from investing activities		
Mineral property and deferred exploration expenditures	(102,050)	(1,339,493)
Government grant relating to mining expenditures	76,495	-
Purchase of equipment	-	(4,421)
	(25,555)	(1,343,914)
Cash flow from financing activities		
Proceeds from issue of common shares and warrants	465,000	-
Costs associated with issuance of common shares	(13,425)	(13,663)
Units to be issued	(200,000)	-
	251,575	(13,663)
Increase in cash and short-term deposits	(158,363)	(845,384)
Cash and short-term deposits, beginning of period	894,279	3,571,106
Cash and short-term deposits, end of period	\$ 735,916	\$ 2,725,722
Interest received	\$ 602	\$ 7,861

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

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

1. NATURE OF BUSINESS AND GOING CONCERN

Nature of Business

Bison Gold Resources Inc. (the "Company" or "Bison") was incorporated on April 18, 2005 in Ontario and carries on business in one segment, being the acquisition, exploration and development of properties for mining of precious and base metals. The Company has not earned any revenue to date from its operations and is therefore considered to be in the development stage. The amounts shown as mineral properties and deferred exploration costs do not necessarily represent present or future values.

Bison Gold Resources Inc. is a publicly traded company incorporated and domiciled in Canada. The Company's registered office is as follows: 201-55 York Street, Toronto, ON M5J 1R7. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") under the symbol BGE.

The policies applied in these financial statements are based on IFRS policies effective as of May 24, 2013, the date the Board of Directors approved the financial statements.

Going Concern

These financial statements have been prepared on a going concern basis, which presumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations in the foreseeable future.

In order to meet future expenditures and cover administrative costs, the Company will need to raise additional financing. Although the Company has been successful in raising funds in the past, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. These financial statements have been prepared on a going concern basis that assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The recoverability of the amounts shown for mineral properties and deferred exploration costs is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in mineral properties, the ability of the Company to obtain the necessary financing to continue the development of its mineral properties, and upon future profitable production. These circumstances may cast substantial doubt as to the Company's ability to continue as a going concern and ultimately the appropriateness of the use of accounting principles applicable to a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing. Changes in future conditions could require material write-downs to the carrying value of the mineral properties and deferred exploration costs.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance and Conversion to International Financial Reporting Standards ("IFRS")

These financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of presentation

These financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Short-term deposits

The Company considers short-term deposits to be financial instruments which can be redeemed by the Company, without significant penalty, on demand. As at March 31, 2013 the Company held \$500,000 (December 31, 2012 - \$NIL) in short-term deposits.

Financial instruments

Financial assets

The Company's accounting policy for each category of financial asset is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in the statement of loss.

Available-for-sale - These assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive income. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statement of loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at the end of each reporting period. Financial assets are impaired when there is any objective evidence that the future cash flows associated with a financial asset or a group of financial assets have been negatively impacted. Different criteria to determine impairment are applied for each category of financial assets described above.

Financial liabilities

The Company's accounting policy for each category of financial liability is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in the statement of loss.

Other financial liabilities - This category includes accounts payables and accrued liabilities which are recognized at amortized cost.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments - continued

Financial liabilities - continued

Bison's financial instruments include cash and short-term deposits, share subscription and sundry receivables and accounts payable and accrued liabilities. Cash and short-term deposits are classified as fair value through profit or loss and are classified within the level 1 (unadjusted quoted prices in active markets for identical assets) of the fair value hierarchy. The receivables are classified as loans and receivables and accounts payable and accrued liabilities as other financial liabilities, all of which are measured at amortized cost.

Mineral properties and deferred exploration costs

Mineral property acquisition costs and related direct exploration and development expenditures, net of recoveries, are deferred until the properties are placed into production. These net costs will be amortized against income using the unit-of-production method based on estimated recoverable reserves if the properties are brought into commercial production, or written off if the properties are abandoned or sold. The cost of mineral properties includes any cash consideration paid and the fair market value of shares issued, if any, on the acquisition of property interests. The recorded amounts of property acquisition costs and their related deferred exploration costs represent actual expenditures incurred and are not intended to reflect present or future values.

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

Impairment of mineral properties and deferred exploration costs

At the end of each reporting period the carrying amounts of Bison's mineral properties are reviewed to determine whether there is an indication that those assets are impaired. If such an 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. In assessing value-in-use, the estimated future cash flows are discounted at a 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 statement of loss.

Where 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 so that the increased carrying amount 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 as income immediately.

Government grants

The Company makes periodic applications for financial assistance under available government incentive programs and tax credits related to the mineral property expenditures. The Company recognizes government assistance on an accrual basis when all requirements to earn the assistance have been completed and receipt is reasonably assured. Government grants relating to mineral expenditures are reflected as a reduction of the cost of the property.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equipment

Equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Where an item of equipment comprises major components having different useful lives, they are accounted for as separate items of equipment.

The gain or loss arising on the disposal or retirement of an item of equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the statement of loss.

Expenditure to replace a component of an item of equipment that is accounted for separately is capitalized with the existing carrying amount of the component written off. Other subsequent expenditure is capitalized if future economic benefits will arise from the expenditure. All other expenditure, including repair and maintenance, is recognized in the statement of loss as incurred.

Depreciation is provided over an asset's expected useful life using the following methods and annual rates:

Computers and equipment	-	30 % declining balance
Furniture and fixtures	-	30 % declining balance
Computer software	-	100 % straight-line

Impairment of equipment

Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of the fair value less costs to sell and value in use. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognized as an expense immediately.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the property and equipment at the date the impairment is reversed does not exceed what the cost less accumulated depreciation would have been had the impairment not been recognized.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences relating to the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax assets are recognized to the extent it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Flow-through shares

The Company finances a portion of its exploration activities through the issuance of flow-through shares. On the date of issuance of the flow-through shares, the premium (the proceeds received for the flow through shares in excess of the closing market price of the Company's common shares) is allocated to liabilities.

Under the terms of the flow-through common shares, the tax attributes of the related expenditures are renounced to investors. The premium liability is reduced pro-rata based on the percentage of flow-through expenditures renounced and spent in comparison to renunciations required under the terms of the flow-through share agreement. The reduction to the premium liability in the period of renunciation is recognized through profit or loss as other income.

Upon renunciation of the related expenditures, the Company would normally recognize a deferred tax liability and expense with respect to the tax value of the costs renounced. Where the Company has unrecognized tax benefits from loss carry forwards and tax pools available for deduction, the Company will recognize these assets to offset the deferred tax liabilities resulting in an offsetting recovery of deferred income taxes being recognized through profit or loss in the reporting period.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. 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.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

The Company had no material provisions at March 31, 2013 and December 31, 2012.

Share based payment transactions

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at grant date and recognized 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 balance sheet reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site restoration work, discounted to their net present value, are provided for and capitalized to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through depreciation using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year. Diluted loss per share is computed using the treasury stock method. Stock options and warrants outstanding are not included in the computation of diluted loss per share if their inclusion would be anti-dilutive.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting judgments and estimates

The preparation of these audited financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These audited financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The preparation of the financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Critical accounting estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

(i) Impairment of mineral properties

When there are indications that mineral properties may be impaired, Bison is required to estimate the property's recoverable amount. Recoverable amount is the greater of value-in-use and fair value less costs to sell. Determining the value-in-use requires Bison to estimate expected future cash flows associated with the property and a suitable discount rate in order to calculate present value.

Critical judgments used in applying accounting policies

In the preparation of these financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the financial statements.

Future Accounting Pronouncements

Standards issued but not yet effective up to the date of issuance of the Company's financial statements, but which may affect the financial statements are listed below. The Company intends to adopt those standards when they become effective.

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and subsequently revised October 2012, and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2015, and has not yet considered the potential impact of the adoption of IFRS 9.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

3. CAPITAL DISCLOSURES

Bison's capital is composed of shareholders' equity. Bison manages its capital structure and makes adjustments to it, based on the funds available to Bison, in order to support the acquisition, exploration and development of mineral properties. The properties in which Bison currently has an interest are in the exploration stage; as such Bison is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, Bison will spend its existing working capital and raise additional amounts as needed. Bison will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Bison is not subject to any externally imposed capital requirements other than its requirement to meet certain flow-through share expenditures, as explained in note 12.

4. FINANCIAL RISK FACTORS

Bison's risk exposure and the impact on its financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment/contractual obligations. Bison is exposed to credit risk on its cash and short-term deposits, share subscription receivable and HST/GST receivables. Bison has deposited the cash and short-term deposits with reputable Canadian financial institutions, from which management believes the risk of loss is minimized. Management believes that the credit risk concentration with respect to share subscription receivable and HST/GST receivables is remote.

Liquidity Risk

Bison's approach to managing liquidity risk is to ensure that it has sufficient liquidity to meet liabilities when due. As at March 31, 2013, Bison has current assets of \$905,272 (December 31, 2012 - \$1,017,204) to settle current financial liabilities of \$464,203 (December 31, 2012 - \$797,498). The Company needs to raise additional funds in order to meet future expenditures and cover administrative costs.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

Interest Rate Risk

Bison has cash balances and short-term deposits. Bison's current policy is to invest excess cash in investment-grade short term deposit certificates issued by its banking institutions. The risk the Company will realize a loss as a result of a decline in the fair value of short-term deposits is limited due to the short-term nature of these investments

Commodity Price Risk

The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals.

BISON GOLD RESOURCES INC.**NOTES TO FINANCIAL STATEMENTS**March 31, 2013 (unaudited)

5. EQUIPMENT

March 31, 2013	Cost	Accumulated Depreciation	Net Book Value
Computers and equipment	\$ 2,520	\$ (748)	\$ 1,771
Furniture and fixtures	11,411	(6,968)	4,442
Computer software	1,332	(1,332)	-
	<u>\$ 15,262</u>	<u>\$ (9,048)</u>	<u>\$ 6,213</u>

December 31, 2012	Cost	Accumulated Depreciation	Net Book Value
Computers and equipment	\$ 2,520	\$ (605)	\$ 1,915
Furniture and fixtures	11,411	(6,608)	4,802
Computer software	1,332	(1,332)	-
	<u>\$ 15,262</u>	<u>\$ (8,545)</u>	<u>\$ 6,717</u>

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

6. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS

	March 31 2013	December 31 2012	Cumulative Since inception on April 18, 2005
Central Manitoba Bissett			
Balance, beginning of period	\$ 10,184,020	\$ 6,827,089	\$ -
Acquisition costs	-	-	481,010
Consulting and other	71,450	703,388	1,963,754
Drilling	-	1,810,433	6,022,238
Laboratory analysis	24,825	393,490	1,059,687
Reports	-	-	104,581
Transportation and accommodation	5,775	449,620	800,945
Government grants	(76,495)	-	(222,640)
Total expenditures during the period	25,555	3,356,931	10,209,575
Balance, end of period	10,209,575	10,184,020	10,209,575
Ross River			
Balance, beginning of period	78,100	-	-
Linecutting	-	78,100	78,100
Balance, end of period	78,100	78,100	78,100
Total mineral properties and deferred exploration costs	\$ 10,287,675	\$ 10,262,120	\$ 10,287,675

Central Manitoba Bissett (Gold Property)

The Company owns a 100% interest in 22 claims located approximately 160 kilometres northeast of Winnipeg, Manitoba. In 2009 the Company began follow-up drilling on its 2007-2008 drill program.

Apex/Miner (Gold Property)

The Company owns a total of 40 claims (Apex - 17, Miner - 23) in the Snow Lake area of Manitoba. W. Bruce Dunlop Ltd. (a shareholder) and Bart Kobar hold 2 separate net smelter royalties of 1.25% with an option for the Company to buy the royalties down to 0.5% for payments of \$200,000 for each area.

Cryderman (Gold Property)

The Company owns a 100% interest in 5 claims located approximately 145 kilometres northeast of Winnipeg, Manitoba.

Ross River (Gold Property)

The Company owns a 100% interest in 66 claims located in Southeastern Manitoba.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

7. DEFERRED PREMIUM ON FLOW-THROUGH SHARES

The following summarizes the deferred premium on flow-through transactions for the three month periods ended March 31.

	2013	2012
Balance, beginning of period	\$ 115,612	\$ 870,727
Recognized on issuance of flow-through shares	-	-
Recorded to statement of loss	(48,354)	(326,228)
Balance, end of period	\$ 67,258	\$ 544,499

8. SHARE CAPITAL

(a) Capital

Authorized: unlimited common shares

Issued:

Common Shares	Number of Shares	Value
Balance at January 1, 2012	85,697,123	\$ 12,426,455
Private placement (i and ii)	16,885,714	914,000
Value of warrants	-	(104,979)
Premium paid on issuance of flow through shares (i and ii)	-	(115,614)
Share issue costs (iii)	-	(20,333)
Balance at December 31, 2012	102,582,837	\$ 13,099,529
Private placement (v to vi)	9,300,000	465,000
Value of warrants	-	(85,560)
Share issue costs (xi)	-	(13,425)
Balance at December 31, 2011	111,882,837	\$ 13,465,544

- (i) On December 17, 2012, the Company issued 12,600,000 units at a price of \$0.05 for gross proceeds of \$630,000 and the Company issued 3,060,000 flow-through common shares at a price of \$0.07 for gross proceeds of \$214,200. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.125, and has an expiry date of December 17, 2014. The warrants were valued at \$97,728 using the Black-Scholes model. The premium paid by the purchasers of the flow through shares totaled \$107,100.
- (ii) On December 31, 2012, the Company issued 800,000 units at a price of \$0.05 for gross proceeds of \$40,000 and the Company issued 425,714 flow-through common shares at a price of \$0.07 for gross proceeds of \$29,800. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.125, and has an expiry date of December 31, 2014. The warrants were valued at \$7,251 using the Black-Scholes model. The premium paid by the purchasers of the flow through shares totaled \$8,514.
- (iii) The Company incurred share issue costs in 2012 in the amount of \$20,333.
- (iv) As at December 31, 2012 proceeds from the issuance of Units in the amount of \$29,800 were received subsequent to year end. These amounts have been classified on the balance sheet as share subscriptions receivable.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

8. SHARE CAPITAL (CONTINUED)

- (v) On January 17, 2013, the Company issued 7,300,000 units at a price of \$0.05 for gross proceeds of \$365,000. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.125, and has an expiry date of January 17, 2015. The warrants were valued at \$67,160 using the Black-Scholes model.
- (vi) On March 15, 2013, the Company issued 2,000,000 units at a price of \$0.05 for gross proceeds of \$100,000. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.125, and has an expiry date of March 15, 2015. The warrants were valued at \$18,400 using the Black-Scholes model.
- (vii) The Company incurred share issue costs in 2013 in the amount of \$13,425.
- (viii) As at March 31, 2013 proceeds from the issuance of Units in the amount of \$109,800 were received subsequent to March 31, 2013. These amounts have been classified on the balance sheet as share subscriptions receivable.

(b) Stock option plan

The Company has a stock option plan (the "Plan") under which the directors of the Company may grant options to qualified directors, officers and consultants of the Company. The exercise price of the options cannot be less than the closing price of the Company's shares on the trading day preceding the date of grant and the maximum term of any option cannot exceed five years. One sixth of the options will vest every three months over an eighteen month period. The maximum aggregate number of common shares under option at any time under the Plan cannot exceed 10% of the issued and outstanding shares.

A summary of the Company's stock option activity for the periods ended March 31, 2012 and December 31, 2011 is as follows:

	Number Of Options	Weighted- Average Exercise Price
Outstanding, January 1, 2012	5,469,167	0.23
Issued (i and ii)	700,000	0.30
Expired/cancelled	(3,081,667)	0.24
Outstanding, December 31, 2012	2,937,500	\$ 0.24
Expired/cancelled	(800,000)	0.27
Outstanding, December 31, 2012	2,137,500	\$ 0.23

- (i) On January 17, 2012, the Company issued 100,000 options at a price of \$0.17 per share expiring January 17, 2017.
- (ii) On May 10, 2012, the Company issued 425,000 options, 75,000 options and 100,000 options at prices of \$0.36 per share, \$0.35 per share and \$0.16 per share, respectively. The options expire on May 10, 2017.
- (iii) During the period ended March 31, 2013 and the year ended December 31, 2012, no options were exercised.

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

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8. SHARE CAPITAL (CONTINUED)

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at March 31, 2013 are as follows:

Exercise Price	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted-Average Exercise Price	Average Remaining Contractual Life (years)	Number Exercisable	Weighted-Average Exercise Price
\$0.10	300,000	\$0.10	1.43	300,000	\$0.10
\$0.155	612,500	\$0.155	2.32	612,500	\$0.155
\$0.36	625,000	\$0.36	2.91	625,000	\$0.36
\$0.20	325,000	\$0.20	3.43	325,000	\$0.20
\$0.36	175,000	\$0.36	4.11	87,500	\$0.36
\$0.16	100,000	\$0.16	4.11	50,000	\$0.16
Total	2,137,500	\$0.23	2.79	2,000,000	\$0.23

In the first quarter of 2013 \$2,503 (March 31, 2012 - \$98,882) was recorded as stock-based compensation expense for the stock options vested during the period.

(c) Warrants

Details of warrants outstanding are as follows:

	Number of Warrants	Exercise Price/ Warrant	Expiry Date
Balance, December 31, 2011	4,937,200	0.29	
Issued (note 8(a)(i))	6,300,000	0.125	December 17, 2014
Issued (note 8(a)(iii))	400,000	0.125	December 31, 2014
Expired (iii)	(1,843,269)	0.25	
Balance, December 31, 2012	9,793,932	\$ 0.18	
Issued (note 8(a)(v))	3,650,000	0.125	January 17, 2015
Issued (note 8(a)(vi))	1,000,000	0.125	March 15, 2015
Balance, March 31, 2013	14,443,931	0.17	

- (i) On September 20, 2012, 1,650,555 common share purchase warrants with an exercise price of \$0.25 expired. On December 31, 2012, an additional 182,000 and 10,714 common share purchase warrants with an exercise price of \$0.25 and \$0.35, respectively, expired.

The fair value of the warrants issued in 2013 has been determined to be \$85,560 (2012 - \$86,606) using the Black-Scholes model based on the following assumptions:

	2013	2012
Risk free interest rate	2.44%	2.44%
Dividend yield	Nil	Nil
Expected stock volatility	124%	124%
Weighted-average expected life (years)	2.0	2.0

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

9. LOSS PER SHARE

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Diluted loss per share is computed using the treasury stock method. Stock options outstanding are not included in the computation of diluted earnings (loss) per share if their inclusion would be anti-dilutive.

10. INCOME TAX INFORMATION

The estimated taxable income for the three months ended March 31, 2013 is \$Nil (March 31, 2012 - \$Nil). Based on the level of historical taxable income it cannot be reasonably estimated at this time if it is more likely than not the Company will realize the benefits from future income tax assets or the amounts owing from future income tax liabilities. Consequently, the future recovery or loss arising from differences in tax values and accounting values has been reduced by an equivalent estimated taxable temporary difference valuation allowance.

The estimated taxable temporary difference valuation allowance will be adjusted in the period in which it is determined that it is more likely than not that some portion or all of the future tax assets or future tax liabilities will be realized.

For further information on the Company's actual losses for tax purposes, refer to the December 31, 2012 audited financial statements. The benefit of these losses and the estimated loss for the period ended have not been recognized in these financial statements.

11. RELATED PARTY TRANSACTIONS

(a) The Company paid \$Nil (2012 - \$6,000) in rent to GC-Global Capital Corp. ("GC"), a company with former common directors. The Company no longer has any obligations to GC for rent.

The transactions above are in the normal course of operations and are measured at the exchange value (the amounts established and agreed to by the related parties), which approximates the arm's length equivalent value.

Compensation of key management personnel

The remuneration expense of directors and other members of key management personnel during the year was as follows:

	March 31 2013	March 31 2012
Salaries, consulting and benefits	\$ 67,500	\$ 128,575
Stock-based compensation	2,503	60,820
	<u>\$ 70,003</u>	<u>\$ 189,395</u>

BISON GOLD RESOURCES INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (unaudited)

12. COMMITMENTS AND CONTINGENCIES

- (a) The Company's mineral and exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.
- (b) The Company was committed to spend \$3,837,680 by December 31, 2012 on Canadian Exploration Expenditures ("CEE"). The Company did not spend all funds prior to December 31, 2012. Amounts which were unspent at the end of 2012 were subject to an additional tax of 10% on the unspent amount. As at December 31, 2012 the Company had spent \$3,727,718 of the \$3,837,680 CEE commitment. The total tax liability amounted to \$19,029 which was paid in the first quarter of 2013. As a result of not meeting the CEE expenditure requirement the Company was required to indemnify flow-through shareholders for an amount equal to any tax payable as a result of the reduction of previously renounced CEE. The Company estimated the liability resulting from the indemnification, using the highest marginal tax rate, as \$60,000 which was included in accrued liabilities as at March 31, 2013.
- (c) The Company is committed to spending \$244,000 associated with the flow-through offerings that were completed in December 2012 (notes 8(a)(i) and 8(a)(ii)) by December 31, 2013. The Company intends to fulfill all flow-through commitments by December 31, 2013.