

REDSTAR GOLD CORP.
(An Exploration Stage Company)

Condensed Consolidated Interim Financial Statements

For the Period Ending June 30, 2013

(Expressed in Canadian Dollars)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management. The Company's independent auditor has 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 auditor

REDSTAR GOLD CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian Dollars)

	Notes	June 30, 2013 \$	March 31, 2013 \$
Assets			
Current assets			
Cash and cash equivalents		13,587	61,026
Marketable securities	6	35,491	33,444
Accounts receivable		24,330	34,202
Due from related party	10	47,059	47,059
Prepaid expenses and advances		64,555	73,263
		<u>185,022</u>	<u>248,994</u>
Non-current assets			
Deposit		7,428	7,428
Exploration and evaluation assets	7	5,537,640	5,467,836
Property, plant and equipment	8	28,571	30,698
		<u>5,573,639</u>	<u>5,505,962</u>
		<u>5,758,661</u>	<u>5,754,956</u>
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities		222,837	70,414
Due to related parties	10	786,099	669,973
		<u>1,008,936</u>	<u>740,387</u>
Shareholders' Equity			
Share capital	9	17,378,195	17,350,695
Warrants		73,935	73,935
Contributed surplus		2,344,033	2,284,009
Accumulated other comprehensive income		(37,041)	(46,339)
Deficit		(15,009,396)	(14,647,730)
		<u>4,749,725</u>	<u>5,014,569</u>
		<u>5,758,661</u>	<u>5,754,956</u>

Subsequent events (note 12)

Approved on behalf of the Board:

"R. Bob Singh"

R. Bob Singh, Director

"Douglas Fulcher"

Douglas Fulcher, Director

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

REDSTAR GOLD CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

		For the Three Months Ended June 30	
	Note	2013 \$	2012 \$
Expenses			
Amortization		2,128	2,578
Consulting	10	90,760	26,033
Contract wages	10	84,748	121,856
Insurance		11,056	11,397
Investor relations	10	34,067	40,320
Office operations	10	7,994	7,356
Audit and legal		25,209	900
Regulatory fees		910	-
Rent	10	31,570	31,315
Share-based payments	9	60,024	308,802
Telephone	10	1,149	1,962
Transfer agent		1,154	1,013
Travel and promotion	10	10,935	30,900
		361,705	584,432
Other Expenses (Income)			
Interest (income)		(0)	(349)
Loss (gain) on sale of marketable securities		(1,112)	-
Loss on foreign exchange		(254)	1,298
Write off of exploration and evaluation assets		-	28,419
		(1,367)	29,368
Loss Before Income Tax		360,338	613,800
Future income tax (recovery)		1,328	2,937
Net Loss for the Period		361,666	616,737
Other Comprehensive Income			
Unrealized loss (gain) on available-for-sale securities		(9,298)	20,563
Comprehensive Loss for the Period		352,369	637,300
Basic Loss per Share		0.00	0.01
Weighted Average Number of Common Shares Outstanding		73,599,677	67,383,501

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

REDSTAR GOLD CORP.
(An Exploration Stage Company)
Condensed Consolidated Interim Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share Capital		Warrants	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total Shareholders' Equity
	Number #	Amount \$					
Balance, March 31 2012	67,319,215	16,463,632	42,781	1,680,188	(30,187)	(12,663,997)	5,492,417
Net loss for the year	-	-	-	-	-	(1,983,733)	(1,983,733)
Issued for cash, net of share issuance costs	4,892,000	687,246	-	-	-	-	687,246
Issued on exercise of stock options	100,000	25,000	-	-	-	-	25,000
Issued for mineral property interests	1,125,000	186,250	-	-	-	-	186,250
Fair value of agents' warrants	-	(31,153)	31,153	-	-	-	-
Fair value of stock options exercised	-	19,720	-	(19,720)	-	-	-
Share-based payments expense	-	-	-	623,541	-	-	623,541
Unrealized gain (loss) on available-for-sale securities, net of future income taxes	-	-	-	-	(16,152)	-	(16,152)
Balance, March 31 2013	73,436,215	17,350,695	73,934	2,284,009	(46,339)	(14,647,730)	5,014,569
Net loss for the period	-	-	-	-	-	(361,666)	(361,666)
Issued for mineral property interests	375,000	27,500	-	-	-	-	27,500
Share-based payments expense	-	-	-	60,024	-	-	60,024
Unrealized gain (loss) on available-for-sale securities, net of future income taxes	-	-	-	-	-	9,298	9,298
Balance, June 30, 2013	73,811,215	17,378,195	73,934	2,344,033	(46,339)	(15,000,098)	4,749,725

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

REDSTAR GOLD CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

(Expressed in Canadian Dollars)

	For the Three Months Ended June 30	
Note	2013	2012
	\$	\$
Operating Activities		
Net loss	(361,666)	(616,737)
Items not involving cash		
Amortization	2,128	2,578
Share-based payments	60,024	308,802
Loss (gain) on sale of marketable securities	(1,112)	-
Write off of exploration and evaluation assets	-	28,419
Future income tax (recovery)	1,328	2,937
	(299,298)	(274,001)
Changes in non-cash working capital		
Accounts receivable	9,872	74,837
Due from related party	-	-
Prepaid expenses and advances	8,708	10,899
Accounts payable and accrued liabilities	152,423	(16,480)
Due to related parties	116,126	194,944
	287,129	264,200
Cash used in operating activities	(12,169)	(9,801)
Investing Activities		
Acquisition of exploration and evaluation assets	(13,821)	(25,962)
Exploration and evaluation assets expenditures	(28,484)	(683,293)
Recoveries of acquisition of exploration and evaluation expenditures	-	7,578
Recoveries of exploration and evaluation assets expenditures	-	625,975
Proceeds from sale of marketable securities	7,034	-
Cash used in investing activities	(35,271)	(75,702)
Financing Activities		
Issuance of shares, net of share issuance costs	9	-
Cash provided by financing activities	-	25,000
Increase (decrease) in cash and cash equivalents	(47,440)	(60,503)
Cash and cash equivalents - beginning of year	61,026	108,755
Cash and cash equivalents - end of period	13,587	48,252
Supplemental Cash Flow Information		
Shares issued for acquisition of exploration and evaluation assets	27,500	-

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

REDSTAR GOLD CORP.
(An Exploration Stage Company)
Notes to Condensed Consolidated Interim Financial Statements
For the three months ended June 30, 2013 and 2012
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1. Nature of operations and going concern

Redstar Gold Corp. (the "Company") is engaged in the acquisition, exploration and development of mineral properties in North America. The Company is incorporated and domiciled in Canada under the *Business Corporations Act (British Columbia)*, and its registered office is Suite 1710, 1177 West Hastings Street, Vancouver, BC V6E 2L3. At June 30, 2013, the Company has a working capital deficit of \$823,914 (March 31, 2013: \$491,393) and accumulated deficit of \$15,009,396 (March 31, 2013: \$14,647,730).

These consolidated financial statements have been prepared in accordance with accounting principles on a going concern basis, which contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future rather than through the process of forced liquidation. The consolidated financial statements do not include any adjustments to the classification and amounts of assets and liabilities that may be required should the Company be unable to continue as a going concern.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate the acquisition of, participation in or interest in new properties, assets or business opportunities, and raise additional funds by way of equity financings. Any acquisition may be subject to shareholder and regulatory approval and obtaining the necessary financing. Should the Company be unable to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired and, accordingly, the Company may be unable to continue as a going concern.

2. Basis of preparation, consolidation, and compliance

These condensed consolidated interim financial statements:

- are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The accounting policies set out in Note 3 have been applied consistently to all years presented in these financial statements unless otherwise indicated. The significant accounting policies used in the preparation of these condensed consolidated interim financial statements are consistent with those used in the preparation of the Company's annual financial statements ended March 31, 2013;
- incorporate the financial statements of the Company and its wholly-owned integrated subsidiaries, Redstar Gold USA Inc. and Redstar Gold (Alaska) Inc. All significant intercompany transactions have been eliminated;
- have been prepared on a historical basis, are presented in Canadian dollars, and were approved by the Board of Directors on August 23, 2013.

3. Summary of significant accounting policies

The preparation of these condensed consolidated interim 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.

(a) Use of estimates and judgment

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. Significant areas requiring the use of estimates include the fair values of financial

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instruments; collectability of accounts receivable; the balances of accrued liabilities; impairment of exploration and evaluation assets; determination of deferred tax assets; and the assumptions used in the determination of the fair value of share-based payments, agent compensation options and finder's warrants. While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operation and cash flows.

(b) Functional and presentation currency

The Company's functional and presentation currency is the Canadian dollar.

4. Financial instruments

The Company has classified its cash and restricted cash as Fair Value Through Profit or Loss ("FVTPL"); accounts receivable (excluding tax arrangements), as loans and receivables; and accounts payable, loans and interest payable, as other financial liabilities.

The carrying values of cash and restricted cash, accounts receivables and accounts payable approximate their fair values due to the short-term maturity of these financial instruments.

The Company's financial instruments are as follows:

	June 30,	March 31
	2013	2013
	\$	\$
Marketable securities	35,491	33,444

5. Financial risk management

(a) Credit risk

Credit risk is the risk that a counter party to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents, accounts receivable, other than Goods and Services Tax ("GST"), due from related party, and prepaid expenses and advances. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

The Company's maximum exposure to credit risk as at June 30, 2013 and March 31, 2013 is as follows:

	June 30,	March 31
	2013	2013
	\$	\$
Cash and cash equivalents	13,587	61,026
Accounts receivable	24,330	34,202
Due from related party	47,059	47,059
Prepaid expenses and advances	64,555	73,263
	149,531	215,550

The Company manages credit risk with respect to its cash by maintaining deposits with a major Canadian financial institution; however, this exposes the Company's cash to concentration of credit risk as all amounts are held at a single institution.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities.

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At June 30, 2013, the Company had cash and cash equivalents of \$13,587 (March 31, 2013: \$61,026), marketable securities of \$35,491 (March 31, 2013: \$33,444), amounts due from a related party and accounts receivable of \$47,059 and \$24,330 respectively (March 31, 2013: \$47,059 and \$34,202), prepaid expenses and advances of \$64,555 (March 31, 2013: \$73,263) and accounts payable and accrued liabilities of \$222,837 (March 31, 2013: \$70,414) and amounts due to related parties of \$786,099 (March 31, 2013: \$669,973). The Company believes it will be able to raise sufficient funds to meet its short-term business requirements (note 12).

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk consists of two components:

- (a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and
- (b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk. The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is not exposed to foreign currency risk as its monetary assets and liabilities are denominated in Canadian dollars.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

There were no changes in the Company's approach to managing the above risks.

6. Marketable securities

At June 30, 2013 and March 31, 2013, the Company held marketable securities as follows:

June 30, 2013	Shares #	Cost \$	Accumulated	Total \$
			Unrealized Gain (Loss) \$	
Central Resources Corp.	100,000	30,000	(28,000)	2,000
Confederation Minerals Ltd.	107,500	21,699	1,951	23,650
True Grit Resources Ltd. (1)	40,000	20,400	(18,000)	2,400
Brocade Metals Corp.	260,000	3	-	3
Magna Resources Ltd.	57,219	5,722	1,716	7,438
		77,824	(42,333)	35,491

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March 31, 2013	Shares #	Cost \$	Accumulated	Total \$
			Unrealized Gain (Loss) \$	
Central Resources Corp.	100,000	30,000	(28,000)	2,000
Confederation Minerals Ltd.	150,000	30,278	(5,528)	24,750
True Grit Resources Ltd. (1)	40,000	20,400	(18,000)	2,400
Brocade Metals Corp.	260,000	3	-	3
Magna Resources Ltd.	57,219	5,722	(1,431)	4,291
		86,403	(52,959)	33,444

During the three month period ended June 30, 2013, the Company:

- recognized an unrealized loss on securities held of \$10,626 (March 31, 2013: \$52,959), which is included in other comprehensive income (loss). Future income tax recovery in the amount of \$1,328 (March 31, 2013: \$6,620) was recorded against the unrealized loss for an unrealized loss, net of tax, in the amount of \$9,298 (March 31, 2013: \$46,339).
- recognized a realized gain of \$1,112 on the sale of 42,500 Confederation shares, for net proceeds of \$7,034

7. Exploration and evaluation assets

The Company has interests in mineral properties, the details of which follow for the three month period ended June 30, 2013 and the year ended March 31, 2013:

	Canada \$	Nevada \$	Alaska \$	Total \$
March 31, 2013	1,493,589	438,638	3,535,609	5,467,836
Acquisitions during the period				
Expenditures	-	7,675	33,645	41,320
Net acquisition costs during the period	-	7,675	33,645	41,320
Exploration expenditures during the period				
Geophysical	-	1,966	24,538	26,504
Camp and exploration support	-	-	1,355	1,355
Travel and accommodation	-	476	-	476
Equipment rental	-	120	-	120
Reclamation	-	-	29	29
	-	2,562	25,922	28,484
Net exploration expenditures during the period	-	2,562	25,922	28,484
June 30, 2013	1,493,589	448,875	3,595,176	5,537,640

Canada includes: New man Todd

Nevada includes: Painted Hills, Richmond Summit, Root Spring, Cooks Creek, Oasis, Baker, Seven Devils, Queens, Larus, Long Island and Gold Cloud

Alaska includes: Shumagin and Unga-Popof

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	Balance - March 31, 2013	Acquisition costs	Acquisition costs recovered	Exploration expenditures	Exploration expenditures recovered	Mineral property costs written off	Balance - June 30, 2013
Property	\$	\$	\$	\$	\$	\$	\$
Newman Todd	1,493,589	-	-	-	-	-	1,493,589
Nevada General	110,773	-	-	-	-	-	110,773
Painted Hills	42,101	-	-	-	-	-	42,101
Richmond Summit	38,180	-	-	-	-	-	38,180
Root Spring	(14,233)	-	-	-	-	-	(14,233)
Cooks Creek	58,003	-	-	476	-	-	58,479
Oasis	59,522	-	-	-	-	-	59,522
Baker Spring	1,896	-	-	479	-	-	2,375
Seven Devils	142,396	7,675	-	1,606	-	-	151,678
Shumagin	3,530,604	33,645	-	25,922	-	-	3,590,171
Unga-Popof	5,005	-	-	-	-	-	5,005
	5,467,836	41,320	-	28,484	-	-	5,537,640

Nevada General includes: Queens, Larus, Long Island, and Gold Cloud

	Canada \$	Nevada \$	Alaska \$	Total \$
March 31, 2012	1,604,589	556,548	3,010,265	5,171,402
Acquisitions during the year				-
Expenditures	-	42,533	414,523	457,055
Expenditures recovered	(111,000)	(89,392)	-	(200,392)
Net acquisition costs during the year	(111,000)	(46,859)	414,523	256,663
Exploration expenditures during the year				
Assaying	322,124	38,809	-	360,933
Consulting - geology	1,000,877	152,491	78,642	1,232,009
Consulting - geophysical	-	26,835	2,275	29,110
Consulting - geochemical	-	506	-	506
Camp and exploration support	139,113	13,571	1,742	154,426
Drilling	1,793,054	366,824	2,048	2,161,926
Environmental	165,486	-	-	165,486
Preliminary economic assessment	33,198	-	-	33,198
Land and tenure	121,500	113,689	14	235,203
Travel and accommodation	135,816	45,829	17,054	198,699
Equipment rental	285,260	-	-	285,260
Maps and reports	2,539	-	9,046	11,585
Reclamation	783	-	-	783
	3,999,749	758,554	110,821	4,869,124
Expenditures recovered during the year	(3,999,749)	(649,723)	-	(4,649,472)
Net exploration expenditures during the year	-	108,831	110,821	219,652
Mineral property costs written off during the year	-	(179,882)	-	(179,882)
March 31, 2013	1,493,589	438,638	3,535,609	5,467,836

Canada includes: Newman Todd

Nevada includes: Painted Hills, Richmond Summit, Root Spring, Cooks Creek, Oasis, Baker, Seven Devils, Queens, Larus, Long Island and Gold Cloud

Alaska includes: Shumagin and Unga-Popof

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Property	Balance - March 31, 2012	Acquisition costs	Acquisition costs recovered	Exploration expenditures	Exploration expenditures recovered	Mineral property costs written off	Balance - March 31, 2013
	\$	\$	\$	\$	\$	\$	\$
General	-	-	-	-	-	-	-
Newman Todd	1,604,589	-	(111,000)	3,999,749	(3,999,749)	-	1,493,589
Nevada General	121,245	-	-	104,139	(6,072)	(108,539)	110,773
Eagle Basin	71,343	-	-	-	-	(71,343)	-
Painted Hills	39,973	-	-	2,128	-	-	42,101
Richmond Summit	36,450	-	-	1,730	-	-	38,180
Root Spring	16,528	14,813	(45,207)	515,798	(516,165)	-	(14,233)
Cooks Creek	94,632	-	(36,625)	15,359	(15,363)	-	58,003
Oasis	53,166	-	-	6,356	-	-	59,522
Baker Spring	8,950	-	(7,560)	102,003	(101,497)	-	1,896
Seven Devils	114,261	27,720	-	11,041	(10,626)	-	142,396
Shumagin	3,005,260	414,523	-	110,821	-	-	3,530,604
Unga-Popof	5,005	-	-	-	-	-	5,005
	5,171,402	457,056	(200,392)	4,869,124	(4,649,472)	(179,882)	5,467,836

Nevada General includes: Queens, Larus, Long Island, and Gold Cloud

A. Newman Todd Property, Red Lake District, Ontario, Canada

In 2007, the Company acquired a 100% interest in the Newman Todd area properties (comprised of several properties) by issuing 700,000 common shares to the vendor. The mineral claims are subject to a 1% net smelter return ("NSR") royalty provided that the total NSR royalties payable on any claims within the property do not exceed 2.75%. Should a mine be placed into production, the Company is required to issue common shares with a value in the aggregate of \$1,000,000. Should production exceed 250,000 ounces of gold, the Company is required to issue additional common shares with a value of \$1,000,000.

On November 2, 2009, the Company entered into an option agreement with Central Resources Corp. ("Central") whereby Central had the option to earn up to a 60% undivided interest in the Company's 100% owned Newman Todd Property in Red Lake, Ontario, subject to making certain payments to the Company. On November 15, 2010 Central formally advised the Company that it would not be continuing with the option on the Newman Todd property

On November 19, 2010, the Company entered into an option agreement with Confederation whereby Confederation can earn up to a 70% undivided interest in the Company's 100% owned Newman Todd Property in Red Lake, Ontario.

Under the terms of the agreement, Confederation can earn an initial 50% interest in the project by funding \$5,000,000 in exploration and development work, issuing shares of Confederation and making payments to the Company as follows:

Incurring exploration and development expenditures, as to:

- \$2,000,000 by November 19, 2011 (incurred);
- \$1,500,000 by November 19, 2012 (incurred);
- \$1,500,000 by November 19, 2013 (incurred).

Cash payments and share issuances of Confederation to the Company, as to:

- \$50,000 and 100,000 shares on signing (received);
- \$50,000 and 100,000 shares by November 19, 2011 (received);
- \$75,000 and 150,000 shares by November 19, 2012 (received);
- \$75,000 and 150,000 shares by November 19, 2013.

Upon having earned an initial 50% interest in the project, Confederation can earn an additional 20% interest by providing a Preliminary Economic Assessment of the property, at Confederation's cost, and issuing 500,000 shares of Confederation to the Company. In addition, to maintain the second option in good standing, Confederation will make minimum annual expenditures of

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\$250,000 commencing on the third anniversary and until the earlier of (a) the full exercise of the second option, and (b) the expiry of the second option.

On April 14, 2011, the Company acquired, under joint acquisition with Confederation, a 50% interest in 18 mineral claims adjacent to the Newman Todd project (the "Todd Property"). Of the 50% interest acquired by the parties from the vendor, Confederation acquired an undivided 35% interest in the Todd Property (being 70% of vendor's interest) and the Company acquired an undivided 15% interest in the Todd Property (being 30% of the vendor's interest) for the sum of \$70,000. The remaining 50% interest in the claims is held by Rubicon Minerals Corporation.

B. Nevada Properties, USA

(a) AngloGold-Ashanti Agreements

On March 9, 2005, the Company entered into a Data Base Purchase and Buy Back Agreement with AngloGold-Ashanti North America Inc. ("AngloGold") whereby the Company acquired the right to a 100% ownership of an exploration and geological database covering Nevada, Utah, Idaho and California ("Great Basin Database"), in consideration for the issuance of shares and making certain expenditures within the Great Basin. The agreement was subject to AngloGold retaining the right to back into projects for a 60% interest by making certain additional expenditures on specified properties. On May 8, 2008, the Company completed the purchase of the database, eliminating AngloGold's back-in option on various properties, and the agreement was terminated. Pursuant to a subsequent agreement, the back-in rights on properties acquired prior to May, 2008 (Richmond Summit, Cooks Creek, Root Spring and Oasis) were converted to royalties of 1% to 2%, depending on the price of gold.

Nevada Properties and AngloGold Royalty:

Properties	Number of staked claims and mineral leases	AngloGold royalty
	#	%
Baker	22	-
Cooks Creek	66	1-2
Gold Cloud	20	-
Larus	7	-
Long Island	40	-
Oasis	13	1-2
Painted Hills	14	-
Queens	4	-
Richmond Summit	10	1-2
Root Spring	124	1-2
Seven Devils	70	-

Baker Property – Lease Agreement

On June 14, 2011, the Company entered into a mining lease agreement with Newmont USA Limited, a subsidiary of Newmont Mining Corporation ("Newmont"), whereby Newmont may lease the property in consideration for a 2.5% NSR and the following:

Cash payments to the Company

- US\$5,000 on signing of the agreement (received);
- US\$7,500 on or before June 14, 2012 (received);
- US\$10,000 on or before June 14, 2013;

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- US\$20,000 on or before June 14, 2014;
- US\$30,000 on or before June 14, 2015 and annually thereafter.

Incur expenditures on the property

- US\$75,000 on or before June 14, 2012 (incurred);
- an additional US\$150,000 on or before June 14, 2013.

On April 22, 2013, the Company was advised by Newmont that it was terminating its lease agreement for the Baker property.

(b) Cooks Creek Property – Option Agreement

On February 25, 2011, the Company entered into an agreement, subsequently amended, with Catalina Metals Corp. (now True Grit Resources Ltd. (“True Grit”)), whereby True Grit has the option to earn a 60% interest in the Cooks Creek Property in consideration for the following:

Cash payments to the Company

- \$35,000 on approval by the Exchange (the “Approval Date”), received on March 7, 2011 (received);
- \$35,000 on or before March 7, 2013 (received);
- \$55,000 on or before March 7, 2014;
- \$75,000 on or before March 7, 2015.

Share issuances to the Company

- 100,000 common shares within 5 days of Approval Date (received);
- 20,000 common shares⁽¹⁾ on or before March 7, 2013 (received);
- 20,000 common shares⁽¹⁾ on or before March 7, 2014;
- 20,000 common shares⁽¹⁾ on or before March 7, 2015;
- 20,000 common shares⁽¹⁾ on or before March 7, 2016.

⁽¹⁾ Post-consolidation True Grit common shares. The common shares of True Grit were consolidated on November 5, 2012, as to 5 old common shares for one new common share.

Exploration expenditures on the Property

- \$125,000 on or before March 7, 2012 (incurred);
- \$575,000 on or before March 7, 2014;
- \$800,000 on or before March 7, 2015;
- \$1,000,000 on or before March 7, 2016.

Upon having earned an initial 60% in the property, True Grit can elect to earn an additional 10% interest by expending a further \$2,000,000 in exploration expenditures.

(c) Oasis Property

The property is comprised of 13 claims acquired by staking. AngloGold holds a 2% NSR royalty. On October 30, 2009, the Company acquired two associated placer claims, which are subject to a 1.5% NSR with pre-production royalties payable as to US\$9,000 per year (paid) for years 1-3, US\$12,000 per year for years 4 to 8, and US\$15,000 per year for years 9 to commercial production. The NSR can be purchased for US\$800,000 at any time. On November 26, 2012, the Company terminated the purchase agreement dated October 30, 2009 to acquire the two associated placer claims.

(d) Root Spring Property – Option Agreement

On June 6, 2011, the Company entered into an option agreement, subsequently amended on October 17, 2012, with Brocade Metals Corp. (“Brocade”), whereby Brocade has the option to earn a 70% interest in the property in consideration for the following:

Cash payments to the Company

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- \$20,000 on the signing of the agreement (received);
- \$30,000 on or before December 31, 2011 (received);
- \$30,000 on or before December 31, 2012 (received);
- \$30,000 annually on or before December 31, 2013, 2014, 2015 and 2016.

Share issuances to the Company

- 100,000 shares on the signing of the agreement (received);
- 100,000 shares on or before December 31, 2011 (received);
- 60,000 shares on or before December 31, 2012 (received),
- 60,000 shares annually on or before December 31, 2013, 2014, 2015 and 2016.

Incur expenditures on the Property

- \$100,000 on or before December 31, 2011 (incurred);
- an additional \$400,000 on or before December 31, 2012 (incurred);
- an additional \$250,000 on or before December 31, 2013;
- an additional \$500,000 on or before December 31, 2014;
- an additional \$750,000 on or before December 31, 2015;
- an additional \$1,000,000 on or before December 31, 2016.

(e) Seven Devils Property

The property is comprised of 54 claims acquired by staking and 16 leased claims. The leased claims are subject to a 2% NSR. Pursuant to an agreement, as amended, in respect of the leased claims, the Company is required to make quarterly advance minimum royalty payments of US\$5,000 from October 1, 2009 to July 1, 2012 (paid), US\$7,500 from October 1, 2012 to July 1, 2013 (paid), US\$7,500 each on or before October 1, 2013 and December 1, 2013, and US\$10,000 thereafter, as well as minimum annual exploration expenditures of US\$150,000 until the Company has prepared and delivered a positive prefeasibility study.

(f) Seven Devils and Long Island Properties – First Right of Refusal

On August 30, 2012, the Company entered into an agreement with True Grit, whereby the Company granted the exclusive first right of refusal on the Seven Devils and the Long Island properties to True Grit for a period of six months, in consideration for payment of the Bureau of Land Management of the US Department of the Interior (the “BLM”) fees (received) and the County (“County”) fees (received). Upon receipt of the BLM and County fees, True Grit earned the first right of refusal to enter into a formal option agreement to earn a 70% interest in the properties, and to conduct exploration programs and incur exploration expenditures on the properties for a period of six months. The agreement with True Grit expired on February 28, 2013.

C. Alaska Properties, USA

(a) Shumagin Property

On May 19, 2011, the Company entered into an option agreement with NGAS Production Co. (“NGAS”), a subsidiary of Magnum Hunter Resources Corp. (“Magnum”), to acquire, subject to underlying advance royalty payments of US\$2,000 per month to a maximum of US\$450,000, a 100% interest in the Shumagin Project, in consideration for making:

Cash payments to NGAS:

- US\$100,000 on signing of the agreement (paid);
- US\$500,000 on or before July 15, 2011 (paid);
- US\$250,000 on or before January 1, 2012 (paid).

Share issuances to NGAS:

- US\$250,000 by the issuance of common shares of the Company on or before June 30, 2011 (issued)
- US\$250,000 by issuance of common shares of the Company on or before January 1,

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2012 (issued)

Cash payment or share issuances to NGAS:

- At the option of NGAS, a final option payment of US\$1,500,000 in cash (US\$1,000,000 on or before September 1, 2012 and US\$500,000 on or before September 1, 2013) or the number of common shares of the Company equivalent to US\$1,500,000 on or before October 1, 2012

On August 31, 2012, NGAS elected to be paid US\$1,000,000 in cash on September 1, 2012⁽¹⁾ and US\$500,000 in cash on or before September 1, 2013⁽²⁾. With respect to the US\$1,000,000 due September 1, 2012, NGAS granted the Company an extension of 180 days from and after September 1, 2012 to make the US\$1,000,000 payment due to NGAS, in consideration for making cash payment to NGAS of US\$100,000 on signing of the extension agreement (paid), and issuing in the aggregate 875,000 shares in stages, as to 125,000 shares on the TSX approval of the extension agreement (issued), and 125,000 shares each on the 30th, 60th, 90th, 120th, 150th and 180th days after September 1, 2012 (all issued).

(1) Paid subsequent to June 30, 2013.

(2) Paid subsequent to June 30, 2013.

In respect of the US\$1,000,000 originally due on September 1, 2012 and subsequently extended to February 28, 2013, NGAS granted the Company a second extension of 180 days to September 1, 2013, to make the US\$1,000,000 payment due to NGAS, in consideration for making:

Cash payment to NGAS:

- US\$100,000 on signing of the extension agreement (paid)

Share issuances to NGAS:

- 125,000 shares on the TSX approval of the extension agreement (issued);
- 125,000 shares on or before March 31, 2013 (issued);
- 125,000 shares on or before April 30, 2013 (issued);
- 125,000 shares on or before May 31, 2013 (issued);
- 125,000 shares on or before June 30, 2013 (issued);
- 125,000 shares on or before July 31, 2013 (issued subsequent to June 30, 2013);
- 125,000 shares on or before August 30, 2013 (issued subsequent to June 30, 2013).

(b) Unga-Popof Property

On June 9, 2011, the Company entered into agreement with Full Metal Minerals Ltd. ("Full Metal") to acquire 60% of Full Metal's interest in the Unga-Popof Property in consideration for the following:

Cash payments to Full Metal

- US\$5,000 on signing of the agreement (paid)
- US\$70,000 within five business days of finalization of the underlying agreements as negotiated by Full Metal
- US\$75,000 on or before August 1, 2012
- US\$75,000 on or before August 1, 2013
- US\$75,000 on or before August 1, 2014.

Share issuances to Full Metal

- 250,000 common shares of the Company with 5 business days of the finalization of the underlying agreements by Full Metal
- 250,000 common shares of the Company on or before August 1, 2012
- 250,000 common shares of the Company on or before August 1, 2013
- 250,000 common shares of the Company on or before August 1, 2014.

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Incur expenditures on the Property

- US\$500,000 on or before August 1, 2012
- an additional US\$1,000,000 on or before August 1, 2013
- an additional US\$1,500,000 on or before August 1, 2014
- an additional US\$2,000,000 on or before August 1, 2015.

In addition, the Company has the option of earning an additional 15% interest by producing a Bankable Feasibility Study and issuing an additional 1,000,000 common shares of the Company to Full Metal. The Unga-Popof Property is subject to three underlying agreements, two of which have been executed (note 12).

8. Property, plant and equipment

	March 31, 2013			June 30, 2013	March 31, 2013			June 30, 2013	March 31, 2013	June 30, 2013
	Additions	Dispositions			Additions	Dispositions				
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Computer equipment	77,911	0	-	77,911	62,789	1,134	-	63,923	15,122	13,989
Equipment	27,016	-	-	27,016	20,043	349	-	20,392	6,973	6,624
Automobiles	29,100	-	-	29,100	20,497	645	-	21,142	8,603	7,958
Total	134,027	0	-	134,027	103,329	2,128	-	105,457	30,698	28,571

	Cost				Accumulated Amortization				Net	
	March 31, 2012	Additions	Dispositions	March 31, 2013	March 31, 2012	Additions	Dispositions	March 31, 2013	March 31, 2012	March 31, 2013
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Computer equipment	73,987	3,924	-	77,911	57,148	5,641	-	62,789	16,839	15,122
Equipment	27,016	-	-	27,016	18,300	1,743	-	20,043	8,716	6,973
Automobiles	29,100	-	-	29,100	16,979	3,518	-	20,497	12,121	8,603
Total	130,103	3,924	-	134,027	92,427	10,902	-	103,329	37,676	30,698

9. Capital stock

Authorized: Unlimited number of common shares without par value
Issued at March June 30, 2013: 73,811,215 common shares

During the period ended June 30, 2013, the Company issued 125,000 common shares in the capital of the Company each on April 23, 2013, May 23, 2013 and June 20, 2013, valued at \$8,750, \$10,000 and \$8,125, respectively, in connection with the acquisition of the Shumagin property. (Note 12)

Share purchase warrants

As at June 30, 2013 and March 31, 2013, the Company had share purchase warrants outstanding as follows:

	June 30, 2013			March 31, 2013		
	Number of Warrants	Weighted Average Exercise Price		Number of Warrants	Weighted Average Exercise Price	
Expiry Date	#	\$		#	\$	
July 14, 2013	7,158,042 ^(a)	0.60		7,158,042 ^(a)	0.60	
June 20, 2014	2,681,830 ^(b)	0.25		2,681,830 ^(b)	0.25	
	9,839,872	0.51		9,839,872	0.51	

(a) The warrants were valued at \$42,781 using the Black-Scholes pricing model with the following assumptions: risk-free interest rate: 1.46%; expected stock price volatility: 55.55% and expected warrant life in years: 2.

(b) The warrants were valued at \$31,153 using the Black-Scholes pricing model with the following assumptions: risk-free interest rate: 1.13%; expected stock price volatility: 235.83% and expected warrant life in years: 1.5.

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The following table presents changes in warrants for the period ended June 30, 2013 and the year ended March 31, 2013:

	June 30, 2013		March 31, 2013	
	Number of Warrants #	Weighted Average Exercise Price \$	Number of Warrants #	Weighted Average Exercise Price \$
Outstanding at beginning of period	9,839,872	0.60	7,158,042	0.60
Issued during the period	-	0.25	2,681,830	0.25
Outstanding at end of period	9,839,872	-	9,839,872	-

Stock options

The Company has a 20% stock option plan, which allows the Board of Directors to grant options to directors, officers, employees and consultants. The maximum term of the options is five years. Options vest as to 25% at the date of grant and an additional 25% each six months thereafter.

As at June 30, 2013 and March 31, 2013 the Company had stock options outstanding to directors, employees and consultants as follows:

June 30, 2013				
Outstanding Number of Options #	Exercisable Number of Options #	Expiry Date	Exercise Price \$	
740,000	740,000	September 16, 2014	0.15	
1,600,000	1,600,000	October 28, 2015	0.18	
150,000	150,000	February 23, 2016	0.30	
500,000	500,000	September 7, 2016	0.50	
400,000	400,000	September 30, 2016	0.53	
2,750,000	2,062,500	May 18, 2017	0.29	
400,000	200,000	July 26, 2017	0.20	
6,540,000	5,652,500			

March 31, 2013				
Outstanding Number of Options #	Exercisable Number of Options #	Expiry Date	Exercise Price \$	
740,000	740,000	September 16, 2014	0.15	
1,600,000	1,600,000	October 28, 2015	0.18	
150,000	150,000	February 23, 2016	0.30	
500,000	500,000	September 7, 2016	0.50	
400,000	400,000	September 30, 2016	0.53	
2,750,000	1,375,000	May 18, 2017	0.29	
400,000	200,000	July 26, 2017	0.20	
6,540,000	4,965,000			

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The following table presents changes in stock options for the period ended June 30, 2013 and the year ended March 31, 2013:

	June 30, 2013		March 31, 2013	
	Outstanding Number of Options	Weighted Average Exercise Price	Outstanding Number of Options	Weighted Average Exercise Price
	#	\$	#	\$
Outstanding at beginning of period	6,540,000	0.27	5,235,000	0.26
Granted	-	-	3,150,000	0.28
Exercised	-	-	(100,000)	0.25
Expired	-	-	(795,000)	0.23
Forfeited	-	-	(950,000)	0.26
Outstanding at end of period	6,540,000	0.27	6,540,000	0.27

Share-based payments

During the period ended June 30, 2013, the Company did not grant any incentive stock options. The fair value of incentive stock options is recognized as share-based payments expense over the vesting period of the options.

The fair value of stock options granted in 2013 is estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2013
Risk-free interest rate	1.43%
Expected dividend yield	0.00%
Expected stock price volatility	173.17%
Expected option life in years	5

10. Related party transactions

(a) The Company conducts the majority of its management, administrative and exploration activities through a services contractor in which a director is a shareholder. For the period ended June 30, 2013, the Company was charged \$1,471 (2012: \$47,341) for exploration costs and \$211,774 (2012: \$213,594) to reimburse office and administrative costs as follows:

	June 30, 2013	June 30, 2012
	\$	\$
Contract wages*	162,061	121,856
Travel and promotion	17,372	17,532
Investor relations	0	40,320
Rent	27,264	26,076
Office and miscellaneous	5,077	7,810
	211,774	213,594
* includes compensation for the Chief Executive Officer ("CEO") and a Director:	63,000	63,000

As at June 30, 2013, the Company owed \$776,649 (March 31, 2013: \$661,573) to that contractor. The amount due to this related party is without interest and is due on demand. These transactions were made in the normal course of operations and are recorded at the exchange amount, being the amount agreed upon by the related parties.

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- (b) During the period ended June 30, 2013, the Company was charged \$9,000 (June 30, 2012: \$10,500) by a company whose principal is the Chief Financial Officer. At June 30, 2013, the Company owed \$9,450 to that company (March 31, 2013: \$8,400).
- (c) Compensation of key management personnel for the periods ending June 30, 2013 and 2012 is summarized as follows:

	June 30, 2013	June 30, 2012
	\$	\$
Fees for the CEO, CFO and a Director	72,000	54,000

Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the periods ended June 30, 2013 and 2012.

- (d) At June 30, 2013, the Company was owed, without interest and on demand, \$47,059 (March 31, 2013: \$47,059) by a company related by virtue of common directorship, in respect of the Cooks Creek property.

11. Segmented information

The Company has one operating segment, mineral exploration and development and operates in two geographical segments, Canada and the United States. The capital assets and total assets identifiable with these geographical areas are as follows:

	June 30, 2013	March 31, 2013
	\$	\$
Capital Assets (including mineral properties and deposits)		
Canada	1,521,631	1,523,112
United States	4,052,009	3,982,850
	5,573,640	5,505,962
	March 31, 2013	March 31, 2013
	\$	\$
Total Assets		
Canada	1,706,652	1,772,106
United States	4,052,009	3,982,850
	5,758,661	5,754,956

12. Subsequent events

- In connection with the acquisition of the Shumagin property, the Company paid US\$1,500,000 and issued 125,000 common shares in the capital of the Company on each on July 23, 2013 and August 21, 2013, valued at \$12,500 each.
- On August 9, 2013, the Company announced a non-brokered private placement (the "Placement") of up to 38.5 million units (the "Units") at \$0.055 per Unit, for total gross proceeds of \$2,117,500. The Units are comprised of one common share in the capital of the Company and one non-transferable share purchase warrant, with each warrant allowing for the purchase of one additional common share in the capital of the Company at \$0.07 per share for a period of one year from closing, and at \$0.10 per share for the 14-month period commencing one year from closing. In connection with the private placement, the Company

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has agreed to pay finders' fees of 6%, payable in cash or shares, to finders who have introduced subscribers to the Placement.

- Further to the Placement announced on August 9, 2013, the Company announced on August 21, 2013, that it had closed the Placement, which was oversubscribed, and issued 39,383,363 shares in the capital of the Company and 39,383,363 warrants allowing for the purchase of up to 39,383,363 shares in the capital of the Company, under the terms of the Placement, for gross proceeds of \$2,166,085. In connection with the Placement, the Company paid a total of \$83,899 and issued in the aggregate 139,080 common shares in the capital of the Company to finders.
- On July 29, 2013, the agreement entered into with Full Metal on June 9, 2011 was amended to extend payment dates (all other terms of the agreement remain the same), such that the Company maintains the right to acquire 60% of Full Metal's interest in the Unga-Popof Property in consideration for the following:

	Cash payments to Full Metal US\$	Share issuances to Full Metal ⁽²⁾ #	Incur expenditures on the Property US\$
On signing of the agreement	5,000 (paid)	-	-
Within 5 business days of completion of the Underlying Agreements ⁽¹⁾	70,000	250,000	-
On or before one year after completion of the Underlying Agreements	75,000	250,000	500,000
On or before 2 years after completion of the Underlying Agreements	75,000	250,000	1,000,000
On or before 3 years after completion of the Underlying Agreements	75,000	250,000	1,500,000
On or before 4 years after completion of the Underlying Agreements	-	-	2,000,000

⁽¹⁾ The Unga-Popof Property is subject to three underlying agreements (the "Underlying Agreements"), two of which have been executed.

⁽²⁾ Subject to regulatory approval of the agreement.

- On August 21, 2013, the Company announced that it had granted incentive stock options allowing for the purchase of up to one million shares in the capital of the Company to directors and employees of the Company, at \$0.10 per common share for a period of 5 years.