

**New Millennium Iron Corp.**  
**Audited Consolidated Financial**  
**Statements**  
**December 31, 2012**

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## Independent Auditor's Report

To the Shareholders of  
New Millennium Iron Corp.

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We have audited the accompanying consolidated financial statements of New Millennium Iron Corp., which comprise the consolidated statements of financial position as at December 31, 2012 and 2011 and the consolidated statements of comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's responsibility for the consolidated financial statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risks assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the

appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of New Millennium Iron Corp. as at December 31, 2012 and 2011 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

/S/ Raymond Chabot Grant Thornton LLP<sup>1</sup>

Montreal (Canada)

March 28, 2013

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<sup>1</sup> CPA auditor, CA public accountancy permit no. A126822

**New Millennium Iron Corp.**  
**Consolidated Statement of Financial Position**  
**December 31, 2012 and 2011**  
(Expressed in Canadian Dollars)

	2012	2011
	\$	\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (Note 5)	8,514,976	31,116,221
Short-term investments (Note 6)	59,332,129	75,625,267
Sales taxes, other receivables and prepaid expenses (Note 7 and 20)	3,097,908	3,299,011
Tax credits and mining duties receivable	4,365,646	5,967,258
	<u>75,310,659</u>	<u>116,007,757</u>
<b>Non-current assets</b>		
Tax credits and mining duties receivable	5,820,468	461,902
Deposits on contracts	2,813,384	1,264,628
Other assets (Note 8)	19,253,723	-
Long-term investment (Note 9)	31,542,605	31,542,605
Mineral exploration and evaluation assets (Note 10)	54,141,322	35,918,807
Property and equipment (Note 11)	482,069	354,319
	<u>482,069</u>	<u>354,319</u>
<b>Total assets</b>	<u>189,364,230</u>	<u>185,550,018</u>
<b>EQUITY AND LIABILITIES</b>		
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade and other payables (Note 12)	7,755,190	3,585,863
Advance from Tata Steel (Note 10 and 20)	4,516,300	3,208,188
	<u>12,271,490</u>	<u>6,794,051</u>
<b>Non-current liabilities</b>		
Due to NNK Trust (Note 10)	285,324	285,324
	<u>285,324</u>	<u>285,324</u>
<b>Total liabilities</b>	<u>12,556,814</u>	<u>7,079,375</u>
<b>EQUITY</b>		
Share capital (Note 13)	175,877,147	172,344,038
Contributed surplus	16,531,035	12,665,152
Deficit	(15,839,117)	(6,776,898)
	<u>(15,839,117)</u>	<u>(6,776,898)</u>
<b>Equity attributable to shareholders of the parent Company</b>	176,569,065	178,232,292
Non-controlling interest	238,351	238,351
	<u>238,351</u>	<u>238,351</u>
<b>Total equity</b>	<u>176,807,416</u>	<u>178,470,643</u>
<b>Total liabilities and equity</b>	<u>189,364,230</u>	<u>185,550,018</u>

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

Approved and authorized for issue by the Board of Directors on March 28, 2013 and signed on their behalf by:

/S/ Dean Journeaux  
Director

/S/ Pierre Seccareccia  
Director

## New Millennium Iron Corp.

### Consolidated Statement of Comprehensive Income

Year ended December 31, 2012 and 2011

(Expressed in Canadian Dollars)

	2012	2011
	\$	\$
<b>Service fee revenue</b>	740,468	1,708,944
Expenses		
General and administrative (Note 14)	10,902,593	13,187,389
Loss before other items	(10,162,125)	(11,478,445)
Other items		
Other income (Note 10)	8,235	607,950
Investment income	1,091,671	845,022
Gain on sale of DSO Properties (Note 10)	-	31,161,793
	1,099,906	32,614,765
<b>Net income (loss) and comprehensive income (loss)</b>	<u>(9,062,219)</u>	<u>21,136,320</u>
Attributable to:		
Non-controlling interest	-	-
Shareholders of the parent Company	(9,062,219)	21,136,320
<b>Net income (loss) and comprehensive income (loss)</b>	<u>(9,062,219)</u>	<u>21,136,320</u>
Income (loss) per share - basic and diluted (Note 16)	<u>(0.05)</u>	<u>0.12</u>

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

**New Millennium Iron Corp.**  
**Consolidated Statement of Changes in Equity**

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Year ended December 31, 2012 and 2011

(Expressed in Canadian Dollars)

	Share Capital		Share Capital to be Issued \$	Contributed Surplus \$	Deficit \$	Total Attributable to Shareholders of the parent Company \$	Non Controlling Interest \$	Total Equity \$
	Number of Shares Issued and Fully Paid	Amount \$						
<b>Balance at January 1, 2011</b>	<b>148,752,273</b>	<b>88,435,402</b>	<b>203,813</b>	<b>6,590,582</b>	<b>(27,913,218)</b>	<b>67,316,579</b>	<b>475,000</b>	<b>67,791,579</b>
Net income	-	-	-	-	21,136,320	<b>21,136,320</b>	-	<b>21,136,320</b>
Share-based remuneration								
- employees and directors	-	-	-	5,759,282	-	<b>5,759,282</b>	-	<b>5,759,282</b>
- consultants	-	-	-	242,037	-	<b>242,037</b>	-	<b>242,037</b>
Share capital issued	24,811,385	86,839,848	-	-	-	<b>86,839,848</b>	-	<b>86,839,848</b>
Share capital issued in lieu of cash for legal expenses	212,306	203,813	(203,813)	-	-	-	-	-
Exercise of stock options	2,492,000	2,922,528	-	(1,141,148)	-	<b>1,781,380</b>	-	<b>1,781,380</b>
Share issue costs	-	(6,057,553)	-	1,214,399	-	<b>(4,843,154)</b>	-	<b>(4,843,154)</b>
Distribution of DSO properties to NNK Trust from LabMag Limited Partnership (Note 10)	-	-	-	-	-	-	(236,649)	<b>(236,649)</b>
<b>Balance at December 31, 2011</b>	<b>176,267,964</b>	<b>172,344,038</b>	<b>-</b>	<b>12,665,152</b>	<b>(6,776,898)</b>	<b>178,232,292</b>	<b>238,351</b>	<b>178,470,643</b>
Net income				-	(9,062,219)	(9,062,219)	-	<b>(9,062,219)</b>
Share-based remuneration								
- employees and directors				4,895,971	-	4,895,971	-	<b>4,895,971</b>
- consultants				219,268	-	219,268	-	<b>219,268</b>
Share capital issued	233,682	338,558	-	-	-	338,558	-	<b>338,558</b>
Exercise of stock options	2,720,000	3,194,551	-	(1,249,356)	-	1,945,195	-	<b>1,945,195</b>
<b>Balance at December 31, 2012</b>	<b>179,221,646</b>	<b>175,877,147</b>	<b>-</b>	<b>16,531,035</b>	<b>(15,839,117)</b>	<b>176,569,065</b>	<b>238,351</b>	<b>176,807,416</b>

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

## New Millennium Iron Corp.

### Consolidated Statement of Cash Flows

Year ended December 31, 2012 and 2011  
(Expressed in Canadian Dollars)

	2012	2011
	\$	\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss) and comprehensive income (loss)	(9,062,218)	21,136,320
Adjustments for:		
Share-based remuneration		
- Employees and directors	4,895,971	5,759,282
- Consultants	219,268	242,037
Depreciation of property and equipment	208,434	84,648
Interest income	(1,091,671)	(845,022)
Gain on sale of DSO Properties (Note 10)	-	(31,161,793)
	<u>(4,830,216)</u>	<u>(25,920,848)</u>
Net changes in working capital items (Note 19)	211,167	(5,252,993)
Cash flows used by operating activities	<u>(4,619,049)</u>	<u>(10,037,521)</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Net redemption (purchases) of short term treasury bills, term deposits and GIC's	10,386,108	(46,847,733)
Purchase of bonds and GIC's with maturities over one year	(18,844,692)	(24,657,240)
Redemption of bonds and GIC's with maturities over one year	24,657,240	-
Interest received	1,186,151	399,429
Investment in TSMC (Note 9)	-	(19)
Deposits on contracts	(2,681,998)	(2,479,953)
Acquisition of property and equipment	(393,408)	(285,926)
Increase in other assets (Note 8)	(19,253,723)	-
Proceeds from sale of DSO Properties (Note 10)	-	21,757,414
Increase in advance from Tata Steel	1,308,112	3,208,188
Tax credits and mining duties received	1,601,612	1,394,527
Additions to mineral exploration and evaluation assets	(29,022,188)	(10,866,796)
Allocation of Tata Steel payment to mineral exploration and evaluation assets	10,790,837	3,750,793
Cash flows used by investing activities	<u>(20,265,949)</u>	<u>(54,627,316)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issuance of common shares	2,283,753	88,621,228
Share issue costs	-	(4,843,154)
Cash flows provided by financing activities	<u>2,283,753</u>	<u>83,778,074</u>
<b>Net (decrease) increase in cash and cash equivalents</b>	<u>(22,601,245)</u>	<u>19,113,237</u>
Cash and cash equivalents, beginning of year	<u>31,116,221</u>	<u>12,002,984</u>
Cash and cash equivalents, end of year	<u><u>8,514,976</u></u>	<u><u>31,116,221</u></u>

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

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### 1 - GOVERNING STATUTES AND NATURE OF OPERATIONS

The current principal activities of New Millennium Iron Corp. (“the Parent Company”) and its subsidiaries (“the Company” or “NML”) are the exploration and evaluation of mineral properties. The Parent Company was incorporated pursuant to the provisions of the Alberta Business Corporations Act on August 8, 2003. On June 8, 2011, the shareholders of the Parent Company adopted a resolution to change the name of the Company to New Millennium Iron Corp.

The address of the Company’s executive office is 2<sup>nd</sup> floor, 1303 Greene Avenue, Westmount, Quebec, H3Z 2A7, its head office is 800, 734 – 7 Avenue SW, Calgary, Alberta, T2P 3P8 and its registered and records office is 1000, 250 – 2<sup>nd</sup> Street SW, Calgary, Alberta, T2P 0C1.

### 2 - SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

The significant accounting policies that have been applied in the preparation of these consolidated financial statements are summarized below and are those specified by IFRS that are in effect at December 31, 2012. These accounting policies have been used throughout all periods presented in the consolidated financial statements.

#### Basis of presentation

The consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets, and discharge its liabilities in the normal course of operations.

#### Basis of measurement

The consolidated financial statements are prepared using the historical cost basis, except for certain financial instruments that are recognized at fair value. These consolidated financial statements are presented in Canadian dollars (\$), which is also the Company’s functional currency and the functional currency of each of its subsidiaries.

#### Basis of consolidation

These consolidated financial statements include the accounts of the parent and the entities controlled by the parent and its subsidiaries which include the following entities.

Entity	Principal activity	Country of incorporation and residence	Proportion of ownership interest and voting power held
LabMag Services Inc.	Provision of services to LLP	Canada	100%
LabMag GP Inc. (“GP”)	General partner of LLP	Canada	80%
LabMag Limited Partnership (“LLP”)	Exploration and evaluation of the LabMag property	Canada	80%

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### **2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

In accordance with the LLP Partnership agreement between the Company, Naskapi/LabMag Trust ("NNK Trust") and GP, the Company is responsible for providing and arranging for all capital in excess of initial contributions of each partner and for the financing of all operating costs for exploration until commercial production commences.

Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated. All subsidiaries have an annual reporting date of December 31.

Where the Company controls a subsidiary whose equity (or a portion thereof) is not attributable directly or indirectly to the Company, the Company records a non-controlling interest equal to its original cost plus its' attributable share of changes in equity since the date of acquisition. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity of the shareholders of the Company. Consequently, the Company consolidates 100% of the assets, liabilities and losses of LLP and reflects the contribution of the Partner holding the 20% interest in the Partnership as a non-controlling interest.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash in bank and other short-term highly liquid investments having original maturities of three months or less from the acquisition date and that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### **Mineral exploration and evaluation assets**

The Company is in the process of exploring and evaluating its mineral properties. The costs of exploration for and evaluation of mineral resources are capitalized as intangible assets pending the determination of the technical feasibility and commercial viability of extracting those resources and recovering the capitalized costs. The recoverability of amounts capitalized as exploration and evaluation assets is dependent upon the ability of the Company to obtain necessary financing to complete the exploration and development of economically recoverable reserves in the mineral properties, upon the renewal of the underlying mineral claims, the maintenance of the Company's interest in the underlying mining titles and compliance with filing obligations, and upon future profitable production of these reserves or the receipt of sufficient proceeds from the disposition thereof.

Exploration and evaluation assets include the cost of acquiring mineral rights and expenses directly related to the exploration for and evaluation of mineral resources. These costs are recognized as intangible assets and are carried at cost less related tax credits and credits on mining duties and any impairment loss recognized.

Pending the determination of the technical feasibility and commercial viability of extracting a mineral resource, the Company capitalizes mineral exploration and evaluation costs on an area of interest basis for activities directly attributable to:

- Costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects;
- Researching and analyzing existing exploration data;
- Conducting geological studies
- Exploratory drilling and sampling;

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### **2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

- Examining and testing extraction and treatment methods;
- Environmental assessments of the impact of the potential extraction and processing of the mineral resource; and
- Activities in relation to evaluating the technical feasibility and commercial viability of extracting a mineral resource.

Costs incurred before the legal right to undertake exploration and evaluation activities on a property are acquired are recognized in profit or loss when incurred.

The accessory revenues earned over the exploration and evaluation period are recognized in profit or loss.

Mineral exploration and evaluation assets are not depreciated during the evaluation and exploration phase.

When technical feasibility and commercial viability of extracting a mineral resource are demonstrable, exploration and evaluation assets of the related mining property are transferred to mining assets under construction within property and equipment.

If and when exploration and evaluation assets are reclassified as mining assets under construction, they are first tested for impairment and any impairment loss is recognized in profit or loss.

Whenever a mining property is considered no longer viable, or is abandoned, the related mineral exploration and evaluation assets are written down to their recoverable amounts and the difference is recognized immediately in profit or loss.

The cost of mineral exploration and evaluation assets that are acquired by exchanging other non-monetary assets is measured at fair value unless the exchange transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable. When the acquired asset is not measured at fair value, its cost is measured at the carrying amount of the asset given up.

#### **Tax credits and mining credits on duties**

Tax credits and mining credits on duties are recognized as a reduction of the mineral exploration and evaluation assets during the period in which the costs are incurred, provided that the Company is reasonably certain the amounts will be received. The tax credits and mining credits on duties claimed and recorded must be examined and approved by the government authorities so it is possible that the amount granted will differ from the amount recorded.

#### **Property and equipment**

Upon transfer of exploration and evaluation assets to mining assets under construction within property and equipment, all subsequent expenditures on the construction, installation or completion of infrastructure facilities are capitalized within mining assets under construction. When the development stage is completed, all assets included in mining assets under construction are then transferred to mining assets and depreciated over the expected productive lives of the assets.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and equipment are carried at cost less accumulated depreciation and any impairment losses. Depreciation is recognized on a straight-line basis over the estimated useful life of the property and equipment. The periods generally applicable are as follows:

	<u>Period</u>
Office furniture and equipment	18 to 60 months

The amortization expense for each period is recognized in profit or loss, within general and administrative expense, except for certain items of property and equipment related to exploration and evaluation activities where the amortization expense is included in the carrying amount of an exploration and evaluation asset when it relates to a specific exploration and evaluation project. Depreciation of an asset ceases when it is classified as held for sale (or included in a disposal group that is classified as held for sale) or when it is derecognized. Therefore, depreciation does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated.

Depreciation methods, useful lives and residual values are reviewed at each reporting period, and adjusted if appropriate. Any changes arising from the assessment are applied by the Company prospectively.

#### Assets held for sale

Evaluation and exploration assets and disposal groups of such assets that are expected to be recovered primarily through sale rather than through continuing use, and for which sale within 12 months is highly probable, are classified as held for sale and presented separately in the statement of financial position.

Assets (or disposal groups) classified as “held for sale” are measured at the lower of their carrying amount and fair value less costs to sell. Notwithstanding, that financial assets and deferred tax assets in a disposal group classified as held for sale, continue to be measured in accordance with the Company’s accounting policy for those assets. Impairment losses for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell are recognized in profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

Assets classified as “held for sale” are not depreciated subsequent to their classification as “held for sale”.

#### Income taxes

Income tax expense consists of the sum of current and deferred tax expense. Income tax expense is recognized in profit or loss except when they relate to items that are recognized outside profit or loss (i.e. directly in equity or other comprehensive income).

Current income tax expense is the expected tax payable on the taxable profit or loss for the period which differs from profit or loss in the consolidated financial statements, using tax rates enacted or substantively enacted at the reporting date, adjusted for amendments to tax payable with regards to previous years.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to current or prior reporting periods.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### **2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Deferred tax on temporary differences associated with investments in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax liabilities are always provided for in full.

A deferred tax asset is only recognized to the extent that it is probable that future taxable income will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that all or part of the related tax benefit will be realized. To the extent that an asset not previously recognized fulfills the criteria for recognition, a deferred income tax asset is recorded.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as deferred income tax expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

When the Company has renounced its tax deductions and has incurred its eligible expenditures, the sale of tax deductions is recognized in profit or loss as a reduction of deferred tax expense and a deferred tax liability is recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset and its tax base.

### **Income (loss) per share**

Basic income (loss) per share is calculated by dividing the income or loss attributable to the shareholders of NML by the weighted average number of common shares outstanding during the period.

Diluted income (loss) per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares.

Diluted income (loss) per share is calculated by adjusting income or loss attributable to shareholders of NML, and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares. The calculation considers that dilutive common shares are deemed to have been converted into common shares at the beginning of the period or, if later, at the date of potential issuance of the common shares.

For the purpose of calculating diluted income or loss per share, an entity shall assume the exercise of dilutive options and warrants of the entity. The assumed proceeds from these instruments shall be regarded as having been received from the issue of common shares at the average market price of common shares during the period.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### **2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

For 2012, the diluted loss per share is equal to the basic loss per share as a result of the anti-dilutive effect of the outstanding options as explained in Note 16.

#### **Equity**

Share capital represents the amount received on the issue of shares, less issuance costs net of any underlying income tax benefit from these issuance costs.

Proceeds from unit placements are allocated between shares and warrants issued using the residual method. Proceeds are first allocated to shares according to the quoted price of existing shares at the time of issuance and any residual in the proceeds is allocated to warrants.

Issuance of flow-through shares represents in substance an issue of common shares and the sale of the right to tax deductions to the investors. When the flow-through shares are issued, the sale of the right to tax deductions is deferred and presented as other liabilities in the statement of financial position. The proceeds received from flow-through placements are allocated between share capital and the liability using the residual method which means that the shares are valued at fair value of existing shares at the time of issuance and the residual proceeds are allocated to the liability. The liability component recorded initially on the issuance of shares is reversed on renunciation of the right to deductions to the investors and when eligible expenses are incurred and recognized in profit or loss in reduction of deferred income tax expense.

Contributed surplus includes charges related to share options and warrants until such equity instruments are exercised, at which point the amounts are transferred to share capital.

Share capital to be issued represents the value of goods and services received during the reporting period for which payment was to be made in the form of shares that were issued subsequent to the financial reporting date.

Deficit includes all current and prior period retained income and losses.

Non-controlling interest consists of the subsidiaries' equity that the Company does not hold directly or indirectly.

#### **Share-based payments**

The Company operates an equity settled share-based remuneration plan. All goods and services received in exchange for the grant of any share-based payments are measured at their fair values unless that fair value cannot be estimated reliably. If the entity cannot estimate reliably the fair value of the goods or services received, the entity shall measure their value indirectly by reference to the fair value of the equity instruments granted. Where employees and third parties providing similar services are rewarded using share-based payments, the fair value of the services rendered by the party is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions, is determined using the Black-Scholes valuation model and is recognized over the vesting period of such options at each reporting date up to the vesting date or the expected vesting period when options vest only if certain performance criteria is met. The estimate of the number of the awards likely to vest is reviewed and adjusted to reflect the actual awards issued. Any cumulative adjustment prior to vesting is recognized in the current period in profit or loss with a corresponding adjustment to contributed surplus.

The compensation expense for the period is recognized in General and Administrative expenses, with a corresponding adjustment to contributed surplus. Share-based payment to the agents in respect of an equity financing are recognized as issuance cost of the equity instruments with a corresponding credit to contributed surplus.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

### 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

When directors, officers, employees and consultants exercise their share options, the share capital is credited by the sum of the consideration paid together with the related portion previously credited to contributed surplus when compensation expenses were charged in profit or loss.

#### Financial instruments

All financial assets are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are initially measured at fair value plus transactions costs, except for financial assets and financial liabilities carried at fair value through profit or loss, which are measured initially at fair value.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

Financial instruments are classified into the following categories upon initial recognition:

- loans and receivables;
- financial assets at fair value through profit or loss (“FVTPL”);
- held-to-maturity investments;
- available-for-sale financial assets;
- financial liabilities at fair value through profit or loss
- financial liabilities at amortized cost

The Company’s financial instruments are classified and measured as follows:

Financial asset/liability	Category	Subsequent measurement
Cash and cash equivalents	Loans and receivable	Amortized cost
Short-term investments	Available for sale (AFS) or Held to maturity (HTM)	Fair value - AFS Amortized cost - HTM
Other receivables	Loans and receivables	Amortized cost
Long-term investment	Available for sale financial assets	Cost less impairment charges
Trade and other payables	Financial liabilities	Amortized cost
Advance from Tata Steel	Financial liabilities	Amortized cost
Due to NNK Trust	Financial liabilities	Amortized cost

The category determines subsequent measurement and whether any resulting income and expense is recognized in profit or loss or in other comprehensive income.

All financial assets, except for those at FVTPL, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

Financial assets at FVTPL include financial assets that are either classified as held-for-trading or that meet certain conditions and are designated at FVTPL upon initial recognition. Assets in this category are measured at fair value with gains and losses recognized in profit or loss.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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### **2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial.

Other receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Impairment of receivables is recognized in profit or loss within general administrative expenses. 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 or a portion of such, is reversed. The amount of the impairment loss reversed may not exceed the original impairment amount.

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity other than loans and receivables. Investments are classified as held-to-maturity if the Company has the intention and ability to hold them until maturity.

Held-to-maturity investments are measured subsequently 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, 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 profit or loss.

Available-for-sale financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. Subsequent to initial recognition, they are measured at fair value with changes in fair value recognized in other comprehensive income, except for impairment losses which are recognized in profit or loss in the period. At December 31, 2012, the Company owns 20% of Tata Steel Minerals Canada Ltd. ("TSMC"), a private company. NML's equity investment in the shares of TSMC is designated as an available-for-sale financial asset and was initially measured at fair value. After the initial recognition, the investment is measured at cost, less any impairment charges, because the shares do not have a quoted market price in an active market and the fair value cannot be reliably measured.

The Company's financial liabilities are initially measured at fair value, less transaction costs if any, and are subsequently measured at amortized cost using the effective interest method.

A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

### **Employee benefits**

The cost of short-term employee benefits (those payable within 12 months after the service is rendered, such as paid vacation leave, maternity and paternal leave, sick leave and bonuses) is recognized in the period in which the services are rendered.

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## **2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

### **Impairment of property and equipment and mineral exploration and evaluation assets**

Mineral exploration and evaluation assets and property and equipment are tested for impairment whenever events or changes in circumstances indicate that the amounts may not be recoverable. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at a cash-generating unit ("CGU") level. Management has selected a policy of performing impairment reviews for exploration and evaluation assets on a property-by-property basis, with each property representing a potential single CGU.

An impairment loss is recognized in profit or loss for the amount by which the asset's or CGU's carrying amount exceeds its recoverable amount. The recoverable amount of an asset or a CGU is the higher of its fair value less cost to sell and its value in use. To determine the value in use, management estimates expected future cash flows from each asset or CGU, and then determines an appropriate interest rate for the calculation of the expected present value of the cash flows. Discount factors are determined individually for each CGU and reflect their respective risk profiles as assessed by management. The impairment loss reduces the asset or is charged pro rata on the basis of the carrying amount of each asset in the CGU.

Assets that have suffered impairment losses are reviewed at each reporting date for possible indicators of reversal of the impairment.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU 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 CGU in prior periods.

### **Service fee revenue**

Revenue is recognized when services have been rendered in accordance with the terms of the arrangement, the revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

### **Foreign currency translation**

Monetary assets and liabilities denominated in foreign currency are translated to the functional currency using the exchange rate in effect at the reporting date, whereas non-monetary items are translated at the historical rate. Revenue and expenses are translated to the functional currency using the exchange rate in effect during the period, with the exception of revenue and expenses relating to non-monetary assets and liabilities, which are translated using the historical rate. Gains and losses are recognized in profit or loss for the period.

### **Operating leases**

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Payments made under operating leases are recognized in profit or loss or as mineral exploration and evaluation assets on a straight-line basis over the period of the lease. They are recognized as mineral exploration and evaluation assets when the lease expenditures are in respect of assets directly associated with exploring or evaluating specific mineral resources.

Any incentive received from the lessor is recognized as a reduction of rental expense over the lease term, on a straight-line basis.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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(Expressed in Canadian Dollars)

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### **2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **Provisions**

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligations, and the amounts can be reliably estimated. A present obligation arises from the presence of a legal or constructive commitment that result from past events, for example, legal disputes, decommissioning, restoration and similar liabilities, or onerous contracts.

The amount recognized as a provision is reviewed at each reporting date and is the best estimate of the consideration required to settle the present obligation based on the most reliable evidence at the reporting date taking into account the risks and uncertainties surrounding the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation.

In those cases where the possible outflow of economic resources as a result of a present obligation is considered improbable or remote, no liability is recognized unless it was assumed in the course of a business combination.

As at December 31, 2012 and December 31, 2011 the Company had determined that no provision was required.

#### **Segmental reporting**

The Company presents and discloses segmental information based on information that is regularly reviewed by its chief operating decision makers i.e. the Board of Directors and Chief Executive Officer. These decision makers have joint responsibility for allocating resources to the Company's operating segments and assessing their performance.

The Company has determined that it has only one operating segment, the exploration and evaluation of mineral resources.

### **3 - USE OF ACCOUNTING ESTIMATES AND JUDGMENTS**

The preparation of the consolidated financial statements requires management to undertake a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from these judgments and estimates. These estimates and judgments are based on management's best knowledge of the events or circumstances and actions the Company may take in the future. The estimates are reviewed on an ongoing basis. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below.

#### Mineral exploration and evaluation assets

The assessment of indicators of impairment and of a reversal of impairment and the measurement of the recoverable amount when impairment tests are performed both involve judgment. When an impairment test is performed and an impairment loss or reversal of impairment loss is recognized to the extent that the carrying amount of an asset or CGU exceeds its recoverable amount. The recoverable amount of an asset is determined as the higher of its fair value less costs to sell and its value in use.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### **3 - USE OF ACCOUNTING ESTIMATES AND JUDGMENTS (continued)**

Management determines for each property if there are any facts and circumstances indicating impairment loss or reversal of impairment losses. Facts and circumstances indicating impairment include, but are not limited to the following:

- a. the period for which the entity has the right to explore in a specific area has expired or will expire in the near future, and is not expected to be renewed;
- b. substantive expenditure on further exploration for an evaluation of mineral resources in a specific area is neither budgeted nor planned;
- c. exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area;
- d. sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the mineral exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

When an indication of impairment loss or a reversal of an impairment loss exists, management has to evaluate the recoverable amount of the asset or the CGU, and this requires management to make assumptions as to the future events or circumstances. The assumptions are based on the Company's exploration and evaluation program which consider whether results from exploration works justify further investments, the confirmation of the interest of the Company in the mining claims, the ability of the Company to obtain the necessary financing to complete the future development or if the expected proceeds from disposal of the properties are in excess of the carrying value. As at December 31, 2012 and December 31, 2011, management does not believe the mineral exploration and evaluation assets to be impaired.

#### Provisions and contingent liabilities

Judgments are made as to whether a past event has led to a liability that should be recognized in the consolidated financial statements or disclosed as a contingent liability. Quantifying any such liability often involves judgments and estimations. These judgments are based on a number of factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, previous experience and the probability of a loss being realized. Several of these factors are source of estimation uncertainty.

To date, the Company has met all government regulations concerning reclamation requirements relating to the exploration and evaluation of its mineral properties on a progressive basis. Management believes that no additional environmental rehabilitation provisions are required at this time and no amount has been recorded in these financial statements.

#### Share-based payments

The estimation of share-based payments costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own share, the probable life of share options granted and the time of exercise of those share options. The model used by the Company is the Black-Scholes valuation model.

# New Millennium Iron Corp.

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### **3 - USE OF ACCOUNTING ESTIMATES AND JUDGMENTS (continued)**

Long-term investment, TSMC

The assessment of the Company's power to participate in the financial and operating policy decisions of TSMC involves management's judgment of its interactions in the activities of its investee. This judgment is based upon a number of factors including the concentration of control in the hands of TSMC's majority shareholder, shareholder agreements, representation on the board of directors of TSMC, participation in policy making processes, transactions with the investee, interchange of managerial personnel and provision of essential technical information.

Management has determined that it does not exercise significant influence over its investee.

### **4 - STANDARDS ISSUED BUT NOT YET EFFECTIVE**

A number of new standards, amendments to standards and interpretations have been issued but are not yet effective for the financial year ending December 31, 2012. Accordingly, they have not been applied in preparing these consolidated financial statements. The Company is currently assessing the impact that these standards will have on the consolidated financial statements.

The standards issued but not yet effective that are expected to be relevant to the Company's consolidated financial statements are provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

#### *IAS 32 Financial Instruments – Presentation*

IAS 32 was amended by the IASB in December 2011. The amendment clarifies that an entity that has a legally enforceable right to offset financial assets and financial liabilities if that right is not contingent on a future event and it is enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014, with earlier adoption permitted.

#### *IFRS 7 Financial Instruments – Disclosures*

IFRS 7 was amended by the IASB in December 2011. The amendment contains new disclosure requirements for financial assets and financial liabilities that are offset in the statement of financial position or subject to master netting arrangements or familiar agreements. These new disclosure requirements will enable users of the financial statements to better compare financial statements prepared in accordance with IFRS. The amendments of IFRS 7 are effective for annual periods beginning on or after January 1, 2013, with earlier adoption permitted.

#### *IFRS 9 Financial Instruments classification and measurement*

This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit and loss. Guidance is also provided on financial liabilities and de-recognition of financial instruments. This new standard is effective for years beginning on or after January 1, 2015 and management has not yet determined the impact that the application of this standard will have on the consolidated financial statements.

# New Millennium Iron Corp.

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(Expressed in Canadian Dollars)

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### **4 - STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)**

#### *IFRS 13 Fair Value Measurement*

IFRS 13 defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies when other IFRSs require or permit fair value measurements. It does not introduce any new requirements to measure an asset or a liability at fair value, change what is measured at fair value in IFRS or address how to present changes in fair value. The new requirements are effective for annual periods beginning on or after 1 January 2013. NML is currently evaluating what impact the adoption of this new standard will have on its financial position and/or performance, disclosures and stated accounting policies.

#### *IAS 1 Presentation of Items of Other Comprehensive Income*

IAS 1 Presentation of Financial Statements was amended by the IASB in June 2011. These amendments included a requirement for entities to group items presented in Other Comprehensive Income ("OCI") on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustment), and emphasize the importance of presenting profit or loss and OCI together and with equal prominence. The amendment is effective for annual periods starting on or after July 1, 2012. The Company is currently evaluating the impact of these amendments on the financial statements; however, they are not expected to have a significant impact.

### **Consolidation standards**

In May 2011, the International Accounting Standards Board published four new and amended standards addressing the accounting for consolidation, involvements in joint arrangements and disclosure of involvements with other entities as listed below:

#### *IFRS 10 Consolidated Financial Statements*

IFRS 10 replaces the consolidation guidance in IAS 27, *Consolidated and Separate Financial Statements*, and Standing Interpretations Committee Interpretation 12, – *Consolidation - Special Purpose Entities*, by introducing a single consolidation model for all entities based on control, irrespective of the nature of the investee. Under IFRS 10, control is based on whether an investor has: 1) power over the investee; 2) exposure, or rights, to variable returns from its involvement with the investee; and 3) the ability to use its power over the investee to affect the amount of the returns.

#### *IFRS 11 Joint Arrangements*

IFRS 11 replaces the guidance on "Joint ventures" in IAS 31. The new standard introduces a principles-based approach to accounting for joint arrangements that requires a party to a joint arrangement to recognize its rights and obligations arising from the arrangement. The new standard requires that joint ventures be accounted for under the equity method thus eliminating the option to proportionally consolidate such ventures.

#### *IFRS 12 Disclosures of Involvement with Other Entities*

IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.

#### *IAS 28 Investments in Associates and Joint Ventures*

IAS 28 is amended to conform to changes resulting from the issuance of IFRS 10, IFRS 11 and IFRS 12.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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(Expressed in Canadian Dollars)

### 4 - STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

Each of the above four standards has an effective date for annual periods beginning on or after January 1, 2013. The Company is currently assessing the impact of these standards; however, initial indications suggest that these standards are not expected to have a significant impact on its consolidated financial statements.

### 5 - CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components:

	December 31, 2012 \$	December 31, 2011 \$
Cash in bank	7,308,847	31,116,221
Money market funds	1,206,129	-
	<u>8,514,976</u>	<u>31,116,221</u>

At December 31, 2012, the money market funds have no specific maturity date, bear interest at 1.5% and can be sold at any time.

### 6 - SHORT-TERM INVESTMENTS

At December 31, 2012, investments include:

Security	Carrying Value \$	Maturity	Interest Rate
GIC's	19,619,987	Between January and September 2013	Between 0.5% and 2.19%
Treasury Bills	25,629,174	Between January and July 2013	Between 0.97% and 1.11%
Bonds	14,082,968	Between February and June 2013	Between 1.00% and 1.18%
	<u>59,332,129</u>		

At December 31, 2011, investments include:

Security	Carrying Value \$	Maturity	Interest Rate
GIC's	18,750,081	Between April and September 2012	Between 0.75% and 1.65%
Treasury Bills	21,014,720	Between June and December 2012	Between 0.91% and 1.26%
Bonds	35,860,466	Between January and September 2012	Between 1.04% and 1.32%
	<u>75,625,267</u>		

Included in the above investments are GIC's of \$7,575,045 (2011 - Nil) and treasury bills of \$5,048,890 (2011 - Nil) that are classified as available for sale.

As disclosed in Notes 8 and 22, NML has provided investments as security for irrevocable letters of credit totalling \$19,436,000. Security was granted on treasury bills with carrying values of \$21,592,177 and bonds with carrying values of \$3,502,690.

# New Millennium Iron Corp.

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### 7 - SALES TAXES, OTHER RECEIVABLES AND PREPAID EXPENSES

Sales taxes, other receivables and prepaid expenses consist of the following amounts:

	December 31, 2012 \$	December 31, 2011 \$
Sales taxes	1,055,626	310,098
Receivable from TSMC	1,952,925	2,661,730
Other	46,250	314,355
Prepaid expenses	43,107	11,079
Receivable from employee	-	1,749
Total	<u>3,097,908</u>	<u>3,299,011</u>

The receivable from TSMC is a receivable from an affiliated company in which NML owns a 20% equity interest. This amount is non-interest bearing and is a result of advances made by NML to assist TSMC in the commencement of its operations and from service fees charged by NML to TSMC for TSMC's use of NML personnel in TSMC's operations (Note 20).

### 8 - OTHER ASSETS

On July 13, 2012, the Company entered into an agreement with the Sept Iles Port authority ("Port Authority") providing NML with access to a new multi user deep water dock facility. As part of the agreement, NML has acquired a minimum annual shipping capacity of 15 million tons a year for 20 years, with options to renew for four more five year terms. Construction of the port is expected to be completed in 2014. NML's buy-in for this agreement is calculated at \$38,372,000. Of this amount, \$19,186,000 (50%) was disbursed on July 16, 2012 and is reflected in these financial statements as other assets. The remaining 50%, or \$19,186,000, is due July 2013 for which NML has provided the Port Authority with an irrevocable letter of credit as described in Note 22. As a result of these payments, NML will have access to the dock facility at favourable shipping rates.

### 9 - LONG-TERM INVESTMENT

	December 31, 2012 \$	December 31, 2011 \$
TSMC	<u>31,542,605</u>	<u>31,542,605</u>

This represents an investment in TSMC which resulted from an initial acquisition of 19 Class B shares of TSMC at a cost of \$19 and an additional Class B share, received as part of the sale of the DSO properties (see Note 10), valued at \$31,542,586. As a result, the Company owns 20 Class B shares at a cost of \$31,542,605, which represents its initial fair value. The investment represents a 20% ownership in TSMC.

Tata Steel Global Minerals Holdings PTE Ltd. ("Tata Steel") will arrange funding of the capital costs of DSO development up to \$300 million and has committed to purchase, at world prices, 100% of DSO's iron ore production meeting certain quality specifications for the life of the mining operation. At statement date, there has been no request made to the Company to contribute capital to TSMC, however it is anticipated that a request will be made in 2013.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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(Expressed in Canadian Dollars)

### 10 - MINERAL EXPLORATION AND EVALUATION ASSETS

	LabMag Property \$	KéMag Property \$	Lac Ritchie Property \$	Perault Lake Property \$	Sheps Lake Property \$	Other Properties \$	Balance as at Dec. 31 2012 \$	Balance as at Dec. 31 2011 \$
Balance, at December 31, 2011	21,245,772	9,947,087	2,253,921	666,123	27,923	1,777,981	-	-
Mineral licenses	12,800	5,154	29,169	3,725	1,635	13,579	2,796,412	2,730,350
Drilling Resource evaluation	48,965	1,542,062	60,870	3,293,825	993,166	5,406,818	33,281,942	21,936,236
Environmental Amortization of property and equipment	5,084,623	9,993,198	120,053	183,602	72,702	291,056	28,521,280	12,776,046
	2,791,256	3,766,904	-	521,659	-	77,873	15,460,780	8,303,088
	-	21,083	-	6,004	3,416	26,721	102,288	45,064
	7,924,844	15,323,247	180,923	4,005,090	1,069,284	5,802,468	77,366,290	43,060,434
Tax credits and mining duties	-	(5,035,142)	(78,973)	-	-	(244,451)	(11,479,750)	(6,121,184)
Tata Steel payment	(4,863,531)	(5,927,306)	-	-	-	-	(14,541,630)	(3,750,793)
	(4,863,531)	(10,962,448)	(78,973)	-	-	(244,451)	(26,021,380)	(9,871,977)
Balance, at December 31, 2012	<b>24,319,885</b>	<b>14,313,040</b>	<b>2,385,040</b>	<b>4,674,938</b>	<b>1,098,842</b>	<b>7,349,577</b>	<b>54,141,322</b>	<b>35,918,807</b>

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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(Expressed in Canadian Dollars)

### 10 - MINERAL EXPLORATION AND EVALUATION ASSETS (continued)

	DSO Properties \$	LabMag Property \$	KéMag Property \$	Lac Ritchie Property \$	Perault Lake Property \$	Sheps Lake Property \$	Other Properties \$	Balance as at Dec. 31 2011 \$	Balance as at Dec. 31 2010 \$
Balance, at January 1, 2011	22,060,670	20,515,979	8,392,819	-	-	-	1,165,567	-	-
Mineral licenses	(698,961)	700	11,398	47,114	-	-	33,601	2,730,350	3,336,498
Drilling	(6,303,192)	86,391	4,522,470	3,668,229	555,214	20,848	599,711	21,936,236	18,786,565
Resource evaluation	(12,114,808)	904,445	1,581,207	209,259	30,948	7,075	14,895	12,776,046	22,143,025
Environmental	(7,144,857)	861,903	685,630	3,556	79,357	-	-	8,303,088	13,817,499
Amortization of property and equipment	(28,724)	604	25,669	6,411	604	-	605	45,064	39,895
	(25,591,581)	1,853,343	6,814,976	3,887,455	666,123	27,923	615,211	43,060,434	54,786,984
Tax credits and mining duties	4,229,872	-	(2,645,563)	(1,680,648)	-	-	(36,398)	(6,121,184)	(5,988,447)
Tata Steel payment	-	(1,124,250)	(2,626,543)	-	-	-	-	(3,750,793)	-
	4,229,872	(1,124,250)	(5,272,106)	(1,680,648)	-	-	(36,398)	(9,871,977)	(5,988,447)
Balance, at December 31, 2011	-	21,245,772	9,947,087	2,253,921	666,123	27,923	1,777,981	35,918,807	52,135,035
					Mineral exploration and evaluation assets held for sale – DSO Properties			-	22,060,670
					Mineral exploration and evaluation assets not held for sale			35,918,807	30,074,365

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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(Expressed in Canadian Dollars)

### 10 - MINERAL EXPLORATION AND EVALUATION ASSETS (continued)

During 2012, the Company acquired \$34,371,918 (2011 - \$14,025,804) in mineral exploration and evaluation assets, which were offset by \$5,358,566 (2011 - \$4,401,708) in tax credits and mining duties and \$10,790,837 (2011 - \$3,750,793) in payments from Tata Steel.

#### Overview

The Company holds interests in 2,910 claims distributed between properties in Newfoundland and Labrador ("NL") and Québec. Claims registered under New Millennium Iron Corp. are owned 100% by the Company. Claims registered under LLP are owned 80% by the Company through its 80% interest in LLP.

Province	Ownership	LabMag Property	KéMag Property	Lac Ritchie Property	Perault Lake Property	Sheps Lake Property	Other Properties	Total
Newfoundland & Labrador	NML	-	-	-	371 [92.8 km <sup>2</sup> ]	-	608 [152 km <sup>2</sup> ]	979 [244.8 km <sup>2</sup> ]
	LLP	256 [64 km <sup>2</sup> ]	-	-		198 [49.5 km <sup>2</sup> ]	322 [80.5 km <sup>2</sup> ]	776 [194 km <sup>2</sup> ]
Québec	NML	-	171 [80.9 km <sup>2</sup> ]	263 [127.5 km <sup>2</sup> ]		-	721 [344.6 km <sup>2</sup> ]	1,155 [553 km <sup>2</sup> ]
<b>Total</b>		<b>256</b> <b>[64 km<sup>2</sup>]</b>	<b>171</b> <b>[80.9 km<sup>2</sup>]</b>	<b>263</b> <b>[127.5 km<sup>2</sup>]</b>	<b>371</b> <b>[92.8 km<sup>2</sup>]</b>	<b>198</b> <b>[49.5 km<sup>2</sup>]</b>	<b>1,651</b> <b>[577.1 km<sup>2</sup>]</b>	<b>2,910</b> <b>[991.8 km<sup>2</sup>]</b>

Although the Company has taken steps to verify title to the mining properties in which it holds an interest in accordance with industry practices for the current stages of exploration and development of such properties, these procedures do not guarantee the validity of the Company's titles. Property titles may be subject to unregistered prior agreements and restrictions arising from regulatory requirements.

#### LabMag Property:

The LabMag Iron Ore Project involves the exploration and evaluation of a taconite deposit at Howells River, NL. The property is situated in western Labrador, in Elross Township, about 30 kms to the northwest of the town of Schefferville, Québec. A Pre-Feasibility Study completed in 2006 on this Project assumed a mining operation and concentrator, located at Howells River, with an annual production of 14.2 million tonnes of concentrate to be shipped by a ferroduct to a 15 million ton per year pellet plant located at Emeril, near Wabush Township. The pellets produced are assumed in the study to be delivered via railway to a new dock at Pointe-Noire, near Sept-Îles for shipment. The property is now the subject of a bankable feasibility study under the arrangement summarised in the Taconite binding heads of agreement ("Binding HOA") presented below.

#### KéMag Property:

The KéMag Iron Ore Project involves the exploration and evaluation of a taconite deposit at Lac Harris, Québec. The property, situated in the Municipality of Rivière Koksoak in northern Québec, is centered about 50 km to the northwest of Schefferville. A Pre-Feasibility Study was completed in 2009 on this Project based on a mining operation and concentrator located at Lac Harris with an estimated annual production rate of 21.2 million tonnes of concentrate. The concentrate is proposed to be shipped by a ferroduct to a 15 million tonnes per year pellet plant located in Sept-Îles, Québec, where it is estimated in the study to be sufficient to feed the pellet plant and provide 7 million tonnes per year of concentrate for shipment in addition to 15 million tonnes per year of pellets. The property is now the subject of a bankable feasibility study under the arrangement summarised in the Binding HOA presented below.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### **10 - MINERAL EXPLORATION AND EVALUATION ASSETS (continued)**

#### **Lac Ritchie Property:**

The Lac Ritchie Property is located approximately 134 km northwest of Schefferville and approximately 70 km northwest of KéMag deposit in Québec. NML conducted Phase 1 drilling in 2011 by drilling 40 holes for a total of 3,810 m, on a 1.0 km X 0.5 km grid. Based on the results of drilling, NML engaged SGS Canada Inc. to provide a NI 43-101 compliant Technical Report on the Mineral Resource Estimates for the Lac Ritchie property. Based on the drilling results, SGS estimated 3.330 billion tonnes of Indicated and 1.437 billion tonnes of Inferred Resources.

#### **Perault Lake Property:**

The Perault Lake Property is located in NL, immediately south of the Sheps Lake Property, approximately 17 km southwest of Schefferville. NML in 2012 carried out Phase 1 program by drilling 48 holes for a total of 3,890.8 m. Based on the results of the drilling, SGS Canada Inc. was engaged by NML to conduct a NI 43-101 compliant resource estimation resulting in 1.612 billion tonnes of Indicated and 0.507 billion tonnes of Inferred Resources.

#### **Sheps Lake Property:**

The Sheps Lake Property is located in NL, south of the LabMag property and is approximately 20 km south-west of Schefferville. NML conducted Phase 1 drilling in 2012 with 23 holes for a total of 1,920.1 m. SGS Canada Inc. conducted NI 43-101 compliant resource estimation, using the drilling results, which showed 1.967 billion tonnes of Indicated and 0.289 billion tonnes of Inferred Resources.

#### **Other Properties**

The remaining claims and licences, 100% owned by NML, include holdings of potential magnetic taconite areas and dolomite as well as the site of the potential Emeril pellet plant. The other taconite areas in NL are Howells Lake along with the adjoining licenses and the Wishart Creek taconite. In the Howells Lake area in 2012, NML carried out Phase 1 drilling with 43 holes totalling 6561.7 m. SGS Canada Inc. is currently engaged in conducting a NI 43-101 compliant resource estimation. The Howells Lake area comprises 122 contiguous claims with an area of 30.5 km<sup>2</sup>, and is approximately 24.5 km northwest of Schefferville.

In 2012, three exploration holes were drilled in the Wishart Creek area for a total of 306 m.

The other taconite areas, owned 80% through LLP, are the Howells River North and the adjoining licences and the Irony Mountain taconite. In 2012, NML drilled 10 holes for a total of 1,114.5 m in the Howells River North Property. Currently an NI 43-101 compliant resource estimate is being prepared for the property. The remaining claims include holdings of potential magnetic taconite in the Millennium Iron Range.

#### **Taconite Binding Heads of Agreement**

The Company had granted Tata Steel an exclusive option to negotiate a Binding HOA on the LabMag Project and the KéMag Project (collectively referred to as the "Taconite Projects") that expired December 31, 2010. An extension was granted to Tata Steel in exchange for a \$600,000 payment, which was recorded as other income on the consolidated statement of comprehensive income in 2011.

On March 6, 2011, the Company signed the Binding HOA with Tata Steel in respect of the Taconite Projects. Under the Binding HOA, Tata Steel shall participate in the development of the Company's feasibility study of these projects. In exchange for an option to own a portion of the Taconite Projects, Tata Steel will pay the Company an amount equal to 64% of the costs to complete the feasibility study. After completion of the feasibility study, the option will allow Tata Steel four months to make an investment decision involving the development of either one or both of the projects. If Tata Steel exercises its option then it will pay the Company 64% of the costs incurred prior to the feasibility study to advance the project(s).

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

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### **10 - MINERAL EXPLORATION AND EVALUATION ASSETS (continued)**

The project(s) upon which Tata Steel exercises its option will be transferred to an entity in which Tata Steel will initially hold an 80% interest and the Company 20%, with this initial 20% interest bearing a “free carry” equity interest in that Tata Steel will be required to arrange funding in the entity for any capital expenditure requirements on behalf of the Company’s interest up to a maximum of \$4.85 billion. Also, the Company has an option to acquire an additional 16% paid equity interest and a right of first refusal to acquire another 4% paid equity interest should Tata Steel exercise its right to invite third party investors into the project.

As at December 31, 2012, NML has received \$21,470,000 (2011 - \$8,450,000) from Tata Steel on account of the option. At December 31, 2012, \$14,541,630 has been recorded as a reduction of the expenditures capitalized for the mineral exploration and evaluation assets, \$3,750,793 in 2011 and an additional \$10,790,837 in 2012. An additional \$2,412,070 has been recorded as a reduction of general and administrative expenses, \$1,491,012 in 2011 and an additional \$921,058 in 2012. The amount received in excess of these amounts at December 31, 2012 of \$4,516,300 (2011 – \$3,208,188) is recorded as an advance from Tata Steel. These advances are non-interest bearing and are expected to be reduced through payments for the cost of the feasibility study and reimbursement of general and administrative expenses.

In connection with the Binding HOA, NML incurred during the year, Nil (2011 – \$2,361,000) in professional and advisory fees which is included in general and administrative expenses.

### **DSO Properties – disposed of during the prior year**

On December 30, 2011, the Company completed a transaction for the sale of the DSO Properties to TSMC in exchange for \$21,757,414 and one share of TSMC to bring NML’s interest in TSMC to 20%.

Immediately prior to the closing, LLP distributed its DSO Properties to its partners, NML and NNK Trust. NML then purchased from NNK Trust the DSO Properties (“NNK Claims”) for the right to receive proportionate amounts of any future dividend from TSMC or other amount received in respect of NML’s investment in TSMC relating to the NNK Claims.

The distribution by LLP to the NNK Trust resulted in a reduction of the non-controlling interest of NNK Trust at the cost of the NNK claims. NML’s subsequent purchase of the NNK claims was recorded at their fair market value, estimated by an independent valuation of the DSO Properties. The future payments due to NNK Trust, which relate to any future payments received by NML in relation to the TSMC investment, is shown as a long-term liability at the fair value of the related NNK claims. This amount is non-interest bearing and, at the present time, there is no expectation as to when these payments will commence.

An independent valuation estimated the fair market value of the DSO Properties to be \$53,300,000 based upon the income approach and applying discounted cash flow method. As the Company had a consolidated cost for the DSO Properties prior to sale of \$22,138,207, and using the fair market valuation, the Company recorded a gain on disposal of the DSO Properties in the amount of \$31,161,793 and an allocation to the Company’s shares in TSMC of \$31,542,586.

In connection with Tata Steel’s exercise of their option and TSMC’s subsequent purchase of the DSO Properties, NML incurred during the year Nil (2011 - \$152,000) in professional fees which is included in general and administrative expenses.

**New Millennium Iron Corp.**  
**Notes to Consolidated Financial Statements**

December 31, 2012  
 (Expressed in Canadian Dollars)

**11 - PROPERTY AND EQUIPMENT**

The carrying amount can be analyzed as follows:

	<u>Office Furniture and Equipment</u>
	\$
<b>Cost</b>	
Balance at January 1, 2011	334,813
Additions	285,927
As at December 31, 2011	<u>620,740</u>
Additions	393,408
Disposals	(15,837)
<b>Balance at December 31, 2012</b>	<u><b>998,311</b></u>
 <b>Depreciation</b>	
Balance at January 1, 2011	147,880
Charge for period	118,541
Balance at December 31, 2011	<u>266,421</u>
Charge for period	265,658
Disposal	(15,837)
<b>Balance at December 31, 2012</b>	<u><b>516,242</b></u>
 Net book value	
<b>At December 31, 2011</b>	354,319
<b>At December 31, 2012</b>	<b>482,069</b>

At the end of each reporting period, the Company reviews the carrying amounts of property and equipment to determine whether there is an indication that these assets have suffered an impairment loss. There was no impairment loss at December 31, 2012 and 2011.

**12 - TRADE AND OTHER PAYABLES**

Trade and other payables recognized in the statement of financial position can be analyzed as follows:

	December 31, 2012	December 31, 2011
	\$	\$
Trade accounts payable	4,457,169	277,508
Accrued liabilities	3,298,021	3,308,355
<b>Total</b>	<u><u>7,755,190</u></u>	<u><u>3,585,863</u></u>

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

### 13 - EQUITY

#### SHARE CAPITAL

##### Authorized

Unlimited number of shares

Common shares, without nominal or par value

Preferred shares, issuable in series, without nominal or par value

#### NEW SHARE ISSUES

On February 28, 2011, the Company completed a bought deal offering whereby 18,071,429 of its common shares were issued at a price of \$3.50 per common share for gross proceeds of \$63,250,002. The underwriters were paid fees of \$3,478,750 and were granted 1,084,285 common share purchase options, with a fair value of \$1,214,399, exercisable at a price of \$3.50 per purchase option for a period of eighteen months from the closing of the offering. In addition, Tata Steel purchased 6,739,956 common shares, to maintain its proportional ownership in the Company under its pre-emptive right, at \$3.50 per share for gross proceeds of \$23,589,846. There was \$648,721 of fees paid pursuant to Tata Steel's purchase.

NML entered into an agreement with legal counsel whereby NML, at their option, could pay \$203,813 of legal fees related to legal work in cash or by issuance of shares of NML. The legal work related to this agreement was completed in June 2010 and NML decided to make their payment by issuance of shares, subject to regulatory approval. On March 11, 2011, the Company issued 212,306 shares at a price of \$0.96 per share to settle the outstanding debt of \$203,813 and this amount was transferred from share capital to be issued to share capital.

There was a deferred income tax asset relating to the share issue costs for these issues in an amount of \$1,302,808 that was not recognized.

On January 30, 2012, the Company issued 233,682 shares to Tata Steel at a price of \$1.45 per share for proceeds of \$338,558 under its pre-emptive right to maintain its proportional ownership in the Company.

#### SHARE-BASED PAYMENTS

##### Stock options

The Company has adopted an incentive share-based compensation plan whereby options may be granted from time to time to directors, officers, employees and consultants of the Company with shares reserved for issuance as options not to exceed 10% of the issued and outstanding common shares. The exercise price of each option cannot be less than the exercise price permitted by the any stock exchange on which the Company's common shares are listed. The vesting period is determined by the Board of Directors and the maximum term of the options granted is five years. Some of the options only vest if certain performance criteria are met.

A summary of the Company's stock options are as follows:

	Year ended December 31, 2012		Year ended December 31, 2011	
	Number of outstanding options	Weighted average exercise price	Number of outstanding options	Weighted average exercise price
Balance, beginning of year	13,455,000	1.51	11,456,000	0.76
Granted	4,535,000	1.43	4,491,000	2.98
Exercised	(2,720,000)	0.72	(2,492,000)	0.71
Forfeited	(330,000)	2.50	-	-
Balance, end of year	<u>14,940,000</u>	<u>1.60</u>	<u>13,455,000</u>	<u>1.51</u>
Options exercisable, end of year	<u>8,067,000</u>	<u>1.35</u>	<u>6,754,500</u>	<u>0.71</u>

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

### 13 – EQUITY (continued)

With respect to stock options exercised during the year, the weighted-average share price at the date of exercise was \$1.81 for the year ended December 31, 2012 (\$2.40 for the year ended December 31, 2011).

Options exercisable and outstanding as at December 31, 2012 as set forth in the previous table are as follows:

Exercise price	Number of exercisable options	Number of outstanding options	Expiry Date
\$0.83	920,000	920,000	January 30, 2013
\$1.44	50,000	250,000	March 25, 2013
\$1.75	70,000	70,000	June 1, 2013
\$0.37	1,557,500	1,557,500	January 20, 2014
\$0.65	33,000	33,000	October 9, 2014
\$0.90	3,262,500	3,262,500	June 30, 2015
\$0.87	36,000	36,000	August 31, 2015
\$3.52	21,000	42,000	February 8, 2016
\$3.36	1,550,000	3,100,000	April 1, 2016
\$3.16	87,500	175,000	April 29, 2016
\$2.48	26,000	52,000	May 16, 2016
\$2.48	24,000	48,000	July 18, 2016
\$2.65	36,000	72,000	July 27, 2016
\$1.61	16,000	32,000	October 18, 2016
\$1.65	67,500	135,000	November 1, 2016
\$1.16	55,000	110,000	November 28, 2016
\$1.43	175,000	350,000	December 6, 2016
\$1.23	80,000	160,000	December 20, 2016
\$1.65	-	38,000	January 4, 2017
\$1.72	-	37,000	January 11, 2017
\$2.02	-	70,000	January 24, 2017
\$2.48	-	90,000	March 7, 2017
\$2.08	-	65,000	April 5, 2017
\$1.93	-	100,000	April 11, 2017
\$2.03	-	56,000	April 16, 2017
\$1.59	-	48,000	July 2, 2017
\$1.35	-	3,645,000	July 27, 2017
\$1.30	-	66,000	September 10, 2017
\$1.45	-	80,000	September 18, 2017
\$1.57	-	200,000	October 4, 2017
\$1.04	-	40,000	December 10, 2017
	8,067,000	14,940,000	
Weighted average exercise price	1.35	1.6	

The weighted average remaining contractual life of the options outstanding is 3.0 years.

The share-based payments expense during the year ended December 31, 2012 was \$5,115,239 (\$6,001,319 in 2011) and is included in general and administrative expenses.

**New Millennium Iron Corp.**  
**Notes to Consolidated Financial Statements**

December 31, 2012  
 (Expressed in Canadian Dollars)

**13 - EQUITY (continued)**

The weighted average fair value of options granted during the year ended December 31, 2012 was \$1.00 per share (\$1.90 per share in 2011). The fair value of each option was estimated on the date of grant using the Black-Scholes model. The forfeiture rate used was increased to 2.9% in 2012 compared with 0.25% in prior periods. The following weighted-average assumptions were used:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Exercise price at date of grant	\$1.43	\$2.98
Share price at date of grant	\$1.43	\$2.98
Risk-free interest rate	1.21%	1.75%
Expected life (years)	5	5
Estimated volatility of the market price of the common shares	95.03%	79.96%
Dividend yield	Nil	Nil

The underlying expected volatility was determined by reference to historical data of the parent Company's common shares over five years. No special features inherent to the options granted were incorporated into measurement of fair value.

**Agents' options**

As disclosed above, agents involved in NML's February 28, 2011 equity financings were granted share purchase options during the year ending December 31, 2011. These options were convertible on a one for one basis into common shares of the Company. These options expired during 2012. A summary of these agents' options is as follows:

	<u>Number of outstanding options</u>	<u>December 31, 2012 weighted average exercise price \$</u>
Balance, beginning of year	1,084,285	3.50
Expired	<u>(1,084,285)</u>	<u>(3.50)</u>
Balance, end of year	<u>-</u>	<u>-</u>
Options exercisable, end of year	<u>-</u>	<u>-</u>

No agents' options were granted or exercised in the year ending December 31, 2012.

These options were recognized as a reduction to capital stock as they represent share issue costs.

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

### 13 - EQUITY (continued)

The fair value of agents' options granted during the year ended December 31, 2011 was \$1.12 per share. The fair value for each option was estimated on the date of grant using the Black-Scholes model using the following assumptions:

Exercise price at date of grant	\$3.50
Share price at date of grant	\$3.50
Risk-free interest rate	1.72%
Expected life (years)	1.5
Estimated volatility of the market price of the common shares	65.06%
Dividend yield	Nil

The underlying expected volatility was determined by reference to historical data of the parent Company's common shares over 18 months. No special features inherent to the options granted were incorporated into measurement of fair value

### 14 - INFORMATION INCLUDED IN CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	December 31, 2012	December 31, 2011
	\$	\$
<b>Employee benefit expense</b>		
Wages, salaries and other short-term benefits	2,341,226	1,944,233
Share-based payments	4,895,971	5,759,282
Employee benefit expense	7,237,197	7,703,515
<b>Other elements of expenses</b>		
Depreciation of property and equipment	208,434	84,648

**New Millennium Iron Corp.**  
**Notes to Consolidated Financial Statements**

December 31, 2012  
 (Expressed in Canadian Dollars)

**15 - INCOME TAXES**

The relationship between the expected tax expense based on the effective tax rate and the reported tax expense in profit and loss can be reconciled as follows, also showing major components of tax expense:

	December 31, 2012	December 31, 2011
	\$	\$
Income (loss) before income taxes	(9,062,219)	21,136,320
Combined federal and provincial tax rates	26.9%	28.4%
Computed income tax recovery	(2,437,737)	6,002,715
Share-based payment expense	1,375,999	1,704,375
Mining duties	(161,813)	(131,180)
Professional fees	-	(1,795,062)
Sale of DSO Properties	-	(7,021,769)
Unrecognized tax items	1,351,368	1,589,999
Change in tax rate and other items	(127,817)	(349,078)
	-	-

Deferred tax expense consists of the following:

	December 31, 2012	December 31, 2011
	\$	\$
Origination and reversal of temporary differences	(1,223,551)	(1,227,592)
Change in unrecognized deductible temporary differences	1,351,368	1,589,999
Adjustment in respect of prior years	(127,817)	(56,376)
Difference between future and current statutory rates	-	(306,031)
	-	-

Effective January 1, 2012, the Canadian federal corporate tax rate decreased from 16.5% to 15.0% and the Quebec provincial tax rate remained at 11.9% for a combined tax rate of 26.9%.

Recognized deferred tax assets and liabilities consist of the following:

	December 31, 2012	December 31, 2011
	\$	\$
Deferred income tax liabilities		
Mineral exploration and evaluation assets	427,448	1,647,535
Mining tax credits	566,087	463,662
	993,535	2,111,197
Deferred income tax assets		
Non-capital losses carried-forward	993,535	2,027,815
Share and unit issue costs	-	83,382
	993,535	2,111,197
	-	-

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

### 15 - INCOME TAXES (continued)

Movements in deferred tax assets (liabilities) related to temporary differences during the financial year are as follows:

	January 1, 2012 \$	Recognized in earnings \$	December 31, 2012 \$
Non-capital loss carry-forward	2,027,815	(1,034,280)	993,535
Share issuance costs	83,382	(83,382)	-
Mineral exploration and evaluation assets	(1,647,535)	1,220,087	(427,448)
Mining tax credits	(463,662)	(102,425)	(566,087)
Deferred tax assets (liabilities)	-	-	-
	\$	\$	\$
	2011	Recognized in earnings	December 31, 2011
	\$	\$	\$
Non-capital loss carry-forward	6,807,410	(4,779,595)	2,027,815
Share issuance costs	190,239	(106,857)	83,382
Mineral exploration and evaluation assets	(6,811,437)	5,163,902	(1,647,535)
Mining tax credits	(186,212)	(277,450)	(463,662)
Deferred tax assets (liabilities)	-	-	-

The Company has the following deductible temporary differences, unused tax losses and unused tax credits for which no tax benefit have been recognized:

	December 31, 2012 \$	December 31, 2011 \$
Limited partnership losses through LLP	1,921,000	-
Property and equipment	534,000	268,000
Share issue costs	3,150,000	4,241,000
Capital losses	1,566,000	1,566,000
Non-capital losses	11,074,000	8,454,000
Advance from Tata Steel	4,516,000	3,208,000

The non-capital tax losses for which no tax benefit has been recognized are available to reduce income taxes in the future years as follows:

	\$
2028	3,392,000
2029	3,130,000
2030	4,552,000
	11,074,000

**New Millennium Iron Corp.**  
**Notes to Consolidated Financial Statements**

December 31, 2012  
 (Expressed in Canadian Dollars)

**15 - INCOME TAXES (continued)**

The Company has a temporary difference relating to its investment in the TSMC shares in the amount of \$26,103,000 for which no tax liability is required to be recognized in accordance with IAS12.

During the year ended, December 31, 2012, the Company earned Federal investment tax credits (ITC's) of \$2,233,000 (2011 - \$832,000) which have not been recorded in these financial statements due to the uncertainty as to whether the Company will be able to utilize them.

The Company has a total of \$4,182,000 of Federal ITC's that can be carried forward for 20 years and expiring from 2028 to 2032 and \$180,000 of Quebec tax credits that can be carried forward for 10 years and expiring from 2016 to 2017.

**16 - INCOME (LOSS) PER SHARE**

The basic and diluted income (loss) per share for the year ended December 31, 2012 and 2011 have each been calculated using net income or loss attributable to the shareholders of NML as the numerator. The weighted average number of shares for the purposes of diluted income per share can be reconciled to the weighted average number of common shares used in the calculation of basic income per share as follows:

	December 31, 2012	December 31, 2011
Weighted average number of shares used in basic income (loss) per share	178,402,332	170,953,566
Common shares deemed issued in respect of stock options	-	9,033,576
Weighted average numbers of shares used in diluted income (loss) per share	<u>178,402,332</u>	<u>179,987,142</u>

The following potential common shares are anti-dilutive and are therefore excluded from the weighted average number of common shares for the purposes of diluted income (loss) per share:

	December 31, 2012	December 31, 2011
	\$	\$
Options	<u>14,940,000</u>	<u>3,704,000</u>
Agents' options	<u>-</u>	<u>1,084,285</u>
	<u><u>14,940,000</u></u>	<u><u>4,788,285</u></u>

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

### 17 - FINANCIAL INSTRUMENTS

Classification of financial assets and liabilities

The carrying amounts of the financial instruments presented in the statement of financial position relate to the following categories of assets and liabilities:

	December 31, 2012 \$	December 31, 2011 \$
<b>Financial assets</b>		
Available for sale		
Short-term investments	12,623,936	-
Long-term investment, TSMC	31,542,605	31,542,605
	<u>44,166,541</u>	<u>31,542,605</u>
Held-to-maturity investments		
Short-term investments	46,708,194	75,625,267
Loans and receivables		
Cash and cash equivalents	8,514,976	31,116,221
Other receivables	1,999,175	2,977,834
	<u>10,514,151</u>	<u>34,094,055</u>
<b>Financial liabilities</b>		
Financial liabilities at amortized cost		
Trade and other payables	7,755,190	3,585,863
Advance from Tata Steel	4,516,300	3,208,188
Due to NNK Trust	285,324	285,324
	<u>12,556,814</u>	<u>7,079,381</u>

The fair values of the bonds, treasury bills and GIC's are \$59,295,922 as at December 31, 2012 (December 31, 2011 - \$75,606,761) and are determined by using the current market rate.

For all other financial assets and liabilities presented above, their carrying amount was a reasonable approximation of their fair values, notably due to their short-term maturities.

#### Financial instruments measured at fair value

The following table presents the financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. This hierarchy groups liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

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

# New Millennium Iron Corp.

## Notes to Consolidated Financial Statements

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December 31, 2012

(Expressed in Canadian Dollars)

### 17 - FINANCIAL INSTRUMENTS (continued)

The level within which the financial asset or liability is classified is determined based on the lowest level of input to the fair value measurement. The financial assets and liabilities measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

	December 31, 2012 \$	December 31, 2011 \$
	<u>Level 1</u>	<u>Level 1</u>
Available for sale, short-term investments	<u>12,623,936</u>	<u>-</u>

### Investment income

	December 31, 2012 \$	December 31, 2011 \$
Interest income calculated using the effective interest method for financial assets or financial liabilities that are not at fair value through profit or loss	<u>1,091,671</u>	<u>845,022</u>

### 18 - FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES

In the normal course of operations, the Company is exposed to and manages various financial risks in relation to financial instruments. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

The Company's main financial risks and policies are as follows:

#### Exchange risk

The Company's functional currency is the Canadian dollar and most expenditures are transacted in Canadian dollars. The Company funds foreign currency transactions by buying the foreign currency at the spot rate when required.

On December 31, 2012, the Company had \$2,990 USD, \$2,975 CAD (\$3,006 USD, \$3,057 CAD at December 31, 2011) in cash which have been translated to Canadian dollars using the closing exchange rate for each financial reporting period.

At December 31, 2012, the Company had \$433,764 USD, \$432,088 CAD (\$32,736 USD, \$33,436 CAD at December 31, 2011) in trade and other payables which have been translated to Canadian dollars using the closing exchange rate for each financial reporting period.

At December 31, 2012, the Company had €257,289 EUR, \$336,671 CAD (€64,072 EUR, \$85,000 CAD at December 31, 2011) in trade and other payables which have been translated to Canadian dollars using the closing exchange rates for each financial reporting period.

At December 31, 2012, the Company had \$41,881 AUD, \$43,585 CAD (Nil at December 31, 2011) in trade and other payables which have been translated to Canadian dollars using the closing exchange rates for each financial reporting period.

# New Millennium Iron Corp.

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(Expressed in Canadian Dollars)

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### **18 - FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (continued)**

A \$0.01 increase or decrease in the USD/CAD, the Euro/CAD or the AUD/CAD exchange rates would not have a material impact on net loss or equity at December 31, 2012 or December 31, 2011.

The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date. Exposure to foreign exchange rates varies during the year depending on the volume of foreign transactions. Nonetheless, the analysis above is considered to be representative of the Company's exposure to exchange risk.

#### **Interest rate risk**

The cash equivalents and short-term investments bear interest at fixed rates and the Company is therefore exposed to the risk of changes in fair value resulting from interest rate fluctuations. The risk is limited because these assets involve lower risk securities such as GIC's, treasury bills and bonds with relatively short maturities all either issued by or backed by Canadian Federal and Provincial governments or their crown corporations. Only the available-for-sales short-term investments are carried at fair value. A 0.1% increase or decrease in interest rates would not have a material impact on comprehensive loss or equity at December 31, 2012. The Company does not use derivative financial instruments to reduce its interest rate exposure.

#### **Liquidity risk**

Management maintains sufficient amounts of cash and cash equivalents to meet the Company's commitments. The Company establishes budgets and cash flow requirements monthly to ensure that it has the necessary funds to fulfill its obligations. The contractual maturities of trade and other payables are less than three months for all periods presented. The advances from Tata Steel and Due to NNK Trust do not have any contractual maturities.

Over the past year, the Company has financed its exploration expense commitments and its working capital requirements through prior year's equity financings and payments from Tata Steel on account of its option on the Taconite Projects.

#### **Credit risk**

The Company manages third party credit risk through an emphasis on quality in its investment portfolio. Cash and cash equivalents and investments are held through three Canadian chartered banks and their subsidiaries and are independent investment dealers with high quality external credit ratings and the instruments have been issued or guaranteed by Canada or the provinces and management believes the risk of loss to be remote.

The Company is also exposed to credit risk relating to its receivable from TSMC and other receivables. This credit risk is minimized by reviews of the third parties' credit worthiness.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets after deducting applicable allowances for loss recognized at the reporting date, of which there are none at any of the periods presented.

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### 19 – INFORMATION INCLUDED IN CONSOLIDATED CASH FLOWS

The changes in working capital items are detailed as follows:

	December 31, 2012 \$	December 31, 2011 \$
Sales taxes, other receivables and prepaids	201,103	(2,253,324)
Trade and other payables	10,064	(2,999,669)
	<u>211,167</u>	<u>(5,252,993)</u>

Included in trade and other payables is an amount of \$6,681,046 (December 31, 2011 - \$2,521,780) pertaining to additions to mineral exploration and evaluation assets. Included in the cash flows used by deposits on contracts is \$1,133,242 (December 31, 2011 - \$1,720,825) pertaining to mineral exploration and evaluation assets.

The distributions by LLP of its DSO Properties as well as NML's purchase from NNK Trust of the NNK claims were non-cash transactions.

The sale of the DSO Properties to TSMC was recorded at the estimated fair market value which exceeded the cash received.

### 20 – RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of the transactions between the Company and other related parties and key management are disclosed below.

#### Transactions with other related parties

Trading transactions

The related parties with which the Company has had transactions are as follows:

Related Party	Nature of relationship	Nature of transaction
1301738 Ontario Inc.	Controlled by an executive officer and director of the Company	Consulting and management
Davis LLP	Partnership in which a director is a partner	Legal services
Roll Harris & Associés	Partnership in which an executive officer is a partner	Consulting
Balance Consultants Inc.	Controlled by executive officer of the Company	Consulting
TSMC	Company controlled by Tata Steel	Service fees revenue and expenses
General Rick Hillier	Director	Consulting
Tata Steel	26.5% shareholder of NML	Advances and consulting fees
NNK Trust	20% Partner in LLP	Advances
Tata Steel UK Consulting Ltd.	Company under common control with Tata Steel	Consulting

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### 20 – RELATED PARTY TRANSACTIONS (continued)

The Company incurred the following revenue, fees and expenses in the normal course of operations in connection with the above companies and individuals. Expenses have been measured at the exchange amount which is determined on a cost recovery basis.

	Note	December 31, 2012 \$	December 31, 2011 \$
<b><u>Consolidated Statement of Financial Position</u></b>			
Mineral exploration and evaluation assets	(i)	503,417	428,800
Share issue costs		-	138,294
<b><u>Consolidated Net Income (Loss) and Comprehensive Income (Loss)</u></b>			
Service fee revenue		740,468	1,708,944
General and administrative expenses	(i)	830,679	1,138,339

Until June 2011, NML paid fees to a private company controlled by a director of the Company for consulting services performed outside of his capacity as a director.

Amounts due to and from related parties are unsecured, non-interest bearing and due on demand.

Other receivable related to advances to TSMC and service fee revenue charged to TSMC at December 31, 2012 was \$1,952,925 (December 31, 2011 - \$2,661,730).

Accounts payable related to the above transactions at December 31, 2012 were \$457,005 (December 31, 2011 - \$257,086).

The advances from Tata Steel at December 31, 2012 was \$4,516,300 (December 31, 2011 – \$3,208,188).

These amounts have not been discounted as the time-value of money is not material.

In Note 10 NML has disclosed transactions between NML and the NNK Trust related to the purchase of NNK Trust's interest in DSO claims, between NML and TSMC related to the sale of the DSO properties and between NML and Tata Steel related to other income received in connection with the extension of the option on the Taconite Projects.

### Transactions with key management personnel

Key management personnel of the Company are members of the board of directors, as well as the executive officers of the Company.

Key management personnel remuneration is comprised of the following:

	Note	December 31, 2012 \$	December 31, 2011 \$
Salaries and directors' fees	(i), (iii)	2,397,390	2,149,658
Share-based payments	(ii), (iv)	2,784,614	4,582,000
		<u>5,182,004</u>	<u>6,731,658</u>

# New Millennium Iron Corp.

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### **20 – RELATED PARTY TRANSACTIONS (continued)**

- (i) Salaries and directors' fees include consulting and management fees disclosed above.
- (ii) Share-based payments are the fair value of options granted to key management personnel during the year.
- (iii) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the years ended December 31, 2012 and December 31, 2011.
- (iv) During the year ended December 31, 2012, key management personnel exercised 1,205,000 share options (December 31, 2011 – 1,325,000) granted in the share-based compensation plan for a total of \$912,400 (December 31, 2011 - \$973,000).

### **21 - CAPITAL MANAGEMENT POLICIES AND PROCEDURES**

The Company's capital management objectives are to ensure its ability to continue as a going concern and to maximize the return of its shareholders. The Company's definition of capital includes all components of equity. Capital for the reporting periods under review is summarized in Note 13 and in the consolidated statement of changes in equity. In order to meet its objectives, the Company monitors its capital structure and makes adjustments as required in light of changes in economic conditions and the risk characteristics of the underlying assets. These objectives will be achieved by identifying the right exploration projects, adding value to these projects and ultimately taking them through production and cash flow, either with partners or by the Company's own means.

In order to maintain or adjust the capital structure, the Company may issue new shares or flow-through shares. No changes were made in the objectives, policies and processes for managing capital during the year. The Company is not subject to any externally imposed capital requirements.

### **22 - COMMITMENTS AND CONTINGENCY**

The Company is committed through LLP to pay aggregate royalties of 2% of gross revenue from mineral interests subject to the LLP Limited Partnership agreement.

The Company has issued irrevocable letters of credit in the amount of \$19,436,000 that expire in July 2013. These irrevocable letters of credit were issued by the Canadian Imperial Bank of Commerce and are secured by a \$25,000,000 first-ranking hypothec on investments with a maximum maturity of 12 months, held at CIBC Wood Gundy, which are included in the Short-term investments described in Note 6.

In relation to NML's agreement with the Port Authority described in Note 8, the Company has a take or pay obligation based on a discounted rate applied on 50% of the 15 million tons minimum annual shipping capacity and is payable even if NML does not use the facilities.

The Company has entered into an agreement with a First Nation in connection with certain exploration and development programs in their area in return for contributions towards education and environmental activities and the improvement of community facilities.

The Company has entered into long-term operating leases for premises and equipment and consulting agreements amounting to \$1,993,000 expiring in June 2017.

No sublease payments or contingent rent payments were made or received. The Company's operating lease agreements do not contain any contingent rent clauses. No sublease income is expected as all assets held under lease agreements are used exclusively by the Company.

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**Notes to Consolidated Financial Statements**

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**22 - COMMITMENTS AND CONTINGENCY (continued)**

Minimum obligations due over the next five years and thereafter are as follows:

	Operating Leases \$	Consulting Agreements \$	Letters of Credit \$	Total \$
Up to 1 year	477,000	241,000	19,436,000	20,154,000
1 to 5 years	1,275,000	-	-	1,275,000
Over 5 years	-	-	-	-
	<u>1,752,000</u>	<u>241,000</u>	<u>19,436,000</u>	<u>21,429,000</u>