No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities in those jurisdictions. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any securities laws of any state of the United States. Accordingly, the securities offered hereby may not be offered or sold, directly or indirectly, within the United States or to or for the account or benefit of a U.S. person (as such terms is are defined in Regulation S under the U.S. Securities Act) except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered hereby within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of West Kirkland Mining Inc. at Suite 788, 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5, telephone (604) 685-8311 and are also available electronically at www.sedar.com.*

SHORT FORM PROSPECTUS

New Issue April 9, 2014

WKM WEST KIRKLAND MINING INC.

WEST KIRKLAND MINING INC.

Minimum Offering: $16,500,000 or 110,000,000 Units
Maximum Offering: $22,500,000 or 150,000,000 Units

This short form prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of a minimum of 110,000,000 (the "**Minimum Offering**") and a maximum of 150,000,000 (the "**Maximum Offering**") units (each, a "**Unit**" and collectively, the "**Units**") of West Kirkland Mining Inc. (the "**Company**" or "**WKM**") at a price of $0.15 per Unit (the "**Offering Price**"), with each Unit consisting of one Common Share (as defined below) (each, a "**Unit Share**") and one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant shall entitle the holder thereof to purchase one Common Share (each, a "**Warrant Share**") at a price of $0.30 at any time up to 5:00 p.m. (Vancouver time) on the date which is five years from the Closing Date (as defined below). The Warrants will be created and issued pursuant to the terms of a warrant indenture (the "**Warrant Indenture**") to be dated the Closing Date (as defined below) between the Company and Computershare Trust Company of Canada, as warrant agent thereunder. The Units will be offered for sale on a "best efforts" basis without underwriter liability, pursuant to an agency agreement dated April 9, 2014 (the "**Agency Agreement**") between the Company and Cormark Securities Inc. and PI Financial Corp. (together, the "**Co-Lead Agents**") together with, GMP Securities L.P. and Macquarie Capital Markets Canada Ltd. (collectively, the "**Agents**"). The Offering Price was determined by arm's length negotiation between the Company and the Co-Lead Agents, on behalf of the Agents, in the context of the market.

The outstanding common shares of the Company (the "**Common Shares**") are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "WKM". On April 8, 2014, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV was $0.17. The TSXV has conditionally approved the listing of the Unit Shares (including those issuable on exercise of the Over-Allotment Option (as defined below)), the Warrants and the Warrant Shares (including those issuable on exercise of the Over-Allotment Option). Listing on the TSXV will be subject to the Company fulfilling all of the requirements of the TSXV on or before the Closing Date.

Price: $0.15 per Unit

	Price to the Public	Agents' Fee[(1)]	Net Proceeds to the Company[(2)]
Per Unit	$0.15[(3)]	$0.009	$0.141
Minimum Offering[(4)(5)(6)]	$16,500,000	$990,000	$15,510,000
Maximum Offering[(5)(6)]	$22,500,000	$1,350,000	$21,150,000

Notes:

(1) Pursuant to the Agency Agreement, the Company has agreed to pay to the Agents a fee equal to 6% of the aggregate gross proceeds of the Offering (the "**Agents' Fee**") or an amount equal to $0.009 per Unit. See "Plan of Distribution".

(2) After deducting the Agents' Fee, but before deducting expenses of the Offering, estimated to be $300,000 and which shall be paid from the proceeds of the Offering.

(3) Of the Offering Price, the Company shall allocate $0.137 to each Unit Share and $0.013 to each Warrant comprising the Units.

(4) There will be no closing unless the aggregate gross proceeds from the Offering (which may include the exercise of the Over-Allotment Option) together with the gross proceeds of the first tranche of the Concurrent Private Placement (as defined below) is greater than or equal to $25,000,000.

(5) The Company has granted to the Agents an option (the "**Over-Allotment Option**") to acquire up to an additional 16,500,000 Units in the case of the Minimum Offering and up to an additional 22,500,000 Units in the case of the Maximum Offering (each, an "**Over-Allotment Unit**" and collectively, the "**Over-Allotment Units**") at the Offering Price to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option is exercisable in whole or in part in the sole discretion of the Agents at any time up to 30 days from and including the Closing Date and may be exercisable by the Agents: (i) to acquire Over-Allotment Units at the Offering Price, (ii) to acquire additional Warrants (the "**Over-Allotment Warrants**") at a price of $0.013 per Over-Allotment Warrant, or (iii) to acquire any combination of Over-Allotment Units and Over-Allotment Warrants, so long as the aggregate number of additional Unit Shares (the "**Over-Allotment Shares**") and Over-Allotment Warrants that may be issued under such Over-Allotment Option does not exceed 16,500,000 Over-Allotment Shares and 16,500,000 Over-Allotment Warrants in the case of the Minimum Offering or 22,500,000 Over-Allotment Shares and 22,500,000 Over-Allotment Warrants in the case of the Maximum Offering. For certainty, the number of Over-Allotment Shares and Over-Allotment Warrants issued in connection with the exercise of the Over-Allotment Option shall not exceed 15% of the number of Unit Shares and Warrants issued pursuant to the Offering. If the Over-Allotment Option in the case of the Minimum Offering is exercised in full, the total price to the public, Agents' Fee and Net Proceeds to the Company will be $18,975,000, $1,138,500 and $17,836,500, respectively. If the Over-Allotment Option in the case of the Maximum Offering is exercised in full, the total price to the public, Agents' Fee and net proceeds to the Company will be $25,875,000, $1,552,500 and $24,322,500, respectively. A purchaser who acquires any securities forming part of the Agents' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, Over-Allotment Shares and Over-Allotment Warrants issuable upon any exercise of the Over-Allotment Option. See "Plan of Distribution". In this Prospectus, unless otherwise specified, the terms "Units", "Unit Shares", "Warrants" and "Warrant Shares" include all securities issuable on exercise of the Over-Allotment Option.

(6) Assuming no exercise of the Over-Allotment Option.

The following table sets forth the maximum number of Over-Allotment Units issuable under the Over-Allotment Option.

Agents' Position	Minimum Offering	Maximum Offering	Exercise Period	Exercise Price
Over-Allotment Option	16,500,000 Over-Allotment Units	22,500,000 Over-Allotment Units	at any time up to 30 days from and including the Closing Date	$0.15 per Over-Allotment Unit

The Agents have been retained by the Company to act as agents in connection with the Offering to conditionally offer the Units for sale if, as and when issued by the Company and accepted by the Agents on a "best efforts" basis without underwriter liability in accordance with the terms and conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to approval of certain Canadian legal matters on behalf of the Company by Gowling Lafleur Henderson LLP and certain Canadian legal matters on behalf of the Agents by Cassels Brock & Blackwell LLP.

Concurrent with the closing of the Offering, the Company intends to complete a non-brokered private placement (the "**Concurrent Private Placement**") of a maximum of 56,700,000 units (each, a "**Placement Unit**") of the Company at a price of $0.15 per Placement Unit, with each Placement Unit consisting of one Common Share (each, a "**Placement Share**") and one Common Share purchase warrant (each, a "**Placement Warrant**"). Each Placement Warrant shall entitle the holder thereof to purchase one Common Share (each, a "**Placement Warrant Share**") at a price of $0.30 at any time up to 5:00 p.m. (Vancouver time) on the date which is five years from the Closing Date (as defined below). The Placement Warrants will be created and issued pursuant to the terms of the Warrant Indenture. A finder's fee equal to 6% will be paid in connection with the Concurrent Private Placement (the "**Finder's Fee**"). The finder will be entitled to a minimum allocation of 34,000,000 Placement Units for subscription by the finder and clients of the finder. This Prospectus does not qualify the distribution of the Placement Units issuable pursuant to the Concurrent Private Placement. The Concurrent Private Placement may close in tranches with the first tranche expected to close on the Closing Date. The Placement Units issued pursuant to the Concurrent Private Placement will be subject to a statutory hold period of four months plus one day from the date the Placement Units are issued. The Concurrent Private Placement is subject to a number of conditions including the condition that the aggregate gross proceeds from the Offering (which may include the exercise of the Over-Allotment Option) together with the gross proceeds of the first tranche of the Concurrent Private Placement is greater than or equal to $25,000,000, as well as the completion of definitive documentation, and the approval of the TSXV. The TSXV has conditionally approved the listing of the Placement Shares and Placement Warrants. Listing of such securities is subject to the Company fulfilling all of the requirements of the TSXV. See "Plan of Distribution – Concurrent Private Placement".

An investment in the Units is highly speculative and involves a high degree of risk. See "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors".

There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants which form part of the Units purchased under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Plan of Distribution" and "Risk Factors".

The Agents propose to offer the Units to the public initially at the Offering Price. If all of the Units are not sold at the Offering Price, the Agents may change the Offering Price to an amount not greater than the Offering Price, and the compensation realized by the Agents shall be decreased by the amount that the aggregate price paid by the purchasers for the Units is less than the gross proceeds paid by the Agents to the Company. See "Plan of Distribution".

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Provided the gross proceeds of the Offering (which may include the exercise of the Over-Allotment Option) together with the gross proceeds of the first tranche of the Concurrent Private Placement is greater than or equal to $25,000,000, closing of the Offering is expected to take place on or about April 17, 2014 or such other date as may be agreed between the Company and the Agents (the "**Closing Date**"). The Agents, pending closing of the Offering, will hold all subscription funds received in trust subject to and pursuant to the provisions of the Agency Agreement. If the aggregate gross proceeds from the Offering (which may include the exercise of the Over-Allotment Option) and the first tranche of the Concurrent Private Placement is not greater than or equal to $25,000,000 and/or if the Closing Date does not occur within ninety (90) days from the date a receipt is issued for this Prospectus (or such later date as the securities regulatory authorities may permit), the Offering will be discontinued and all subscription funds received in connection with the Offering will be returned to subscribers without interest, set-off or deduction. See "Plan of Distribution".

It is expected that the Units distributed under this Prospectus will be issued in electronic form to CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and will be deposited with CDS on the Closing Date. Purchasers of Units will receive only a customer confirmation from the Agents or other registered dealer who is a CDS participant (a "**CDS Participant**") and from or through whom a beneficial interest in the Units is purchased. Notwithstanding the foregoing, any Units sold in the United States or to, or for the account or benefit of U.S. persons will be represented by individual certificates and will not be issued or deposited with CDS.

In connection with the Offering and subject to applicable laws, the Agents may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares and Warrants at levels other than which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

Prospective investors should rely only on the information contained in or incorporated by reference in this Prospectus. The Company has not authorized anyone to provide prospective investors with different information. The Company is not offering the securities in any jurisdiction in which the Offering is not permitted.

Investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date of this Prospectus. Subject to the Company's obligation under applicable Canadian securities laws, the information contained in this Prospectus is accurate only as of the date of this Prospectus regardless of the time of delivery of this Prospectus or any sale of the Units.

The head office of the Company is located at Suite 788, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5, and its registered office is located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5.

All references herein to "$" are to Canadian dollars unless otherwise specified.

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus and the documents incorporated by reference herein contain “forward-looking statements” within the meaning of the *United States Private Securities Litigation Reform Act* of 1995 and “forward-looking information” within the meaning of applicable Canadian securities laws (collectively, “**Forward-Looking Statements**”). All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will, may, could or might occur in the future are Forward-Looking Statements. The words “expect,” “anticipate,” “estimate,” “may,” “could,” “might,” “will,” “would,” “should,” “intend,” “believe,” “target,” “budget,” “plan,” “strategy,” “goals,” “objectives,” “projection” or the negative of any of these words and similar expressions are intended to identify Forward-Looking Statements, although these words may not be present in all Forward-Looking Statements.

Forward-Looking Statements included or incorporated by reference in this Prospectus include, without limitation, statements with respect to:

- planned exploration activity including both expected drilling and geological and geophysical related activities;
- impact of increasing competition;
- future foreign currency exchange rates;
- the Company’s ability to obtain additional financing on satisfactory terms;
- future sources of liquidity, cash flow and their uses;
- the terms of the Offering including the manner of distribution;
- the terms of the Concurrent Private Placement;
- the closing of the Offering and the Concurrent Private Placement and the timing thereof;
- the use of the net proceeds of the Offering and the Concurrent Private Placement;
- the completion of the Hasbrouck Transaction (as defined below);
- the listing on the TSXV of the Unit Shares, the Placement Shares, the Warrants, the Placement Warrants, the Warrant Shares and the Placement Warrant Shares;
- obtaining the necessary permits for the Hasbrouck Project (as defined below);
- results of various projects of the Company;
- timing of receipt of regulatory approvals;
- realization of the anticipated benefits of acquisitions and dispositions;
- expected levels of operating costs, general and administrative costs, costs of services and other costs and expenses; and
- treatment under government regulation and taxation regimes.

Although WKM believes that the expectations reflected in the Forward-Looking Statements are reasonable, there can be no assurance that such expectations will prove to be correct. Neither WKM nor the Agents can guarantee future results, levels of activity, performance or achievements. Moreover, neither WKM nor any other person assumes responsibility for the outcome of the forward-looking statements.

Forward-Looking Statements are subject to a number of risks and uncertainties that may cause the actual events or results to differ materially from those discussed in the Forward-Looking Statements, and even if events or results discussed in the Forward-Looking Statements are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things:

- exploration hazards and risks;
- risks related to exploration and development of natural resource properties;
- uncertainty in the Company’s ability to obtain funding;
- precious and base metal price fluctuations;
- recent market events and conditions;
- risks related to the uncertainty of mineral resource calculations;
- risks related to governmental regulations;
- risks related to obtaining necessary licenses and permits;
- risks related to the Company’s business being subject to environmental laws and regulations;
- risks related to the Company’s mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;

- risks related to competition from larger companies with greater financial and technical resources;
- risks related to the Company's inability to meet its financial obligations under agreements to which it is a party;
- ability to recruit and retain qualified personnel; and
- risks related to the Company's directors and officers becoming associated with other natural resource companies which may give rise to conflicts of interests.

This list is not exhaustive of the factors that may affect the Company's Forward-Looking Statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the Forward-Looking Statements. The Company's Forward-Looking Statements are based on beliefs, expectations and opinions of management on the date the statements are made and the Company does not assume any obligation to update Forward-Looking Statements whether as a result of new information, future events or otherwise or if circumstances or management's beliefs, expectations or opinions change, except as required by law. A number of important facts could cause actual results to differ materially from those indicated by the Forward-Looking Statements, including, but not limited to, the risks described under the heading "Risk Factors" below. For the reasons set forth above, investors should not place undue reliance on Forward-Looking Statements.

MINERAL RESERVE AND RESOURCE DISCLOSURE

Due to the uncertainty that may be attached to inferred mineral resource estimates, it cannot be assumed that all or any part of an inferred mineral resource estimate will be upgraded to an indicated or measured mineral resource estimate as a result of continued exploration. Confidence in an inferred mineral resource estimate is insufficient to allow meaningful application of the technical and economic parameters to enable an evaluation of economic viability sufficient for public disclosure, except in certain limited circumstances set out in National Instrument 43-101 — *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). Inferred mineral resource estimates are excluded from estimates forming the basis of a feasibility study.

Mineral resources that are not mineral reserves do not have demonstrated economic viability.

ELIGIBILITY FOR INVESTMENT

In the opinion of Gowling Lafleur Henderson LLP, counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**"), provided that the Unit Shares, Warrants and Warrant Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSXV) at the relevant time, the Unit Shares, Warrants and Warrant Shares acquired pursuant to the Offering, if issued on the date hereof, would at that time be "qualified investments" under the Tax Act and the Regulations for a trust governed by a "registered retirement savings plan" ("**RRSP**"), "registered retirement income fund" ("**RRIF**"), "tax-free savings account" ("**TFSA**"), "registered education savings plan", "deferred profit sharing plan" or "registered disability savings plan" (as those terms are defined in the Tax Act), subject to the specific provisions of such plans.

Notwithstanding that a Unit Share, Warrant or Warrant Share may be a qualified investment for an RRSP, RRIF or TFSA (a "**Registered Plan**"), if the Unit Share, Warrant or Warrant Share is a "prohibited investment" within the meaning of the Tax Act for a Registered Plan, the annuitant or holder of the Registered Plan, as the case may be, will be subject to penalty taxes as set out in the Tax Act. A Unit Share, Warrant or Warrant Share generally will be a "prohibited investment" for a Registered Plan if the annuitant or holder, as the case may be, of the Registered Plan: (i) does not deal at arm's length with the Company for the purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act for purposes of the prohibited investment rules) in the Company. Persons who intend to hold Unit Shares, Warrants or Warrant Shares in a Registered Plan should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

CAUTIONARY NOTE TO UNITED STATES INVESTORS

Estimates of mineralization and other technical information included or incorporated by reference herein have been prepared in accordance with NI 43-101. The definitions of proven and probable reserves used in NI 43-101 differ from the definitions in the United States Securities and Exchange Commission ("**SEC**") Industry Guide 7. Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority. As a result, the reserves reported by the Company in accordance with NI 43-101 may not qualify as "reserves" under SEC standards. In addition, the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by

NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and normally are not permitted to be used in reports and registration statements filed with the SEC. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian securities laws, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Additionally, disclosure of "contained ounces" in a resource is permitted disclosure under Canadian securities laws; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measurements. Accordingly, information contained in this Prospectus and the documents incorporated by reference herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of United States federal securities laws and the rules and regulations thereunder.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar authorities in British Columbia and Alberta (together, the "Commissions"). *Copies of the documents incorporated herein by reference may be obtained on request without charge from Frank Hallam at Suite 788, 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5, telephone (604) 685-8311* and are also available electronically at www.sedar.com.

The following documents of the Company, filed by the Company with the Commissions, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

(a) the annual information form of the Company dated January 10, 2014 for the financial year ended December 31, 2012 (the "**Annual Information Form**" or "**AIF**") other than the section "Material Mineral Property" which summary is now provided in "Business of the Company – The TUG Project" in this Prospectus;

(b) the audited consolidated financial statements of the Company as at and for the financial years ended December 31, 2012 and 2011, together with the notes thereto and the auditor's report thereon (the "**Annual Financial Statements**");

(c) management's discussion and analysis of the Company dated April 29, 2013 for the financial year ended December 31, 2012 (the "**Annual MD&A**");

(d) the unaudited condensed consolidated interim financial statements of the Company as at and for the three and nine months ended September 30, 2013, together with the notes thereto (the "**Interim Financial Statements**");

(e) management's discussion and analysis of the Company dated November 29, 2013 for the three and nine months ended September 30, 2013 (the "**Interim MD&A**");

(f) the management information circular of the Company dated reference May 9, 2013 prepared for the purposes of the annual general meeting of the Company held on June 13, 2013;

(g) the material change report of the Company dated February 25, 2014, announcing that the Company has filed on SEDAR the Hasbrouck Technical Report (as defined below);

(h) the material change report of the Company dated February 24, 2014, announcing that the Company has completed a NI 43-101 compliant updated mineral resource estimate for the Hasbrouck and Three Hills properties in Nevada (the "**Hasbrouck Project**").

(i) the material change report of the Company dated February 3, 2014, announcing the closing of the second tranche of the previously announced non-brokered private placement financing of 5,400,000 Common Shares at $0.10 per Common Share for gross proceeds of $540,000.

(j) the material change report of the Company dated February 3, 2014, announcing that the closing of the first tranche of the previously announced non-brokered private placement of 6,500,000 Common Shares at 0.10 per Common Share for gross proceeds of $650,000.

(k) the material change report of the Company dated January 29, 2014 announcing that the Company has signed a binding letter agreement (the "**Letter Agreement**") with Allied Nevada Gold Corporation ("**Allied Nevada**") to acquire Allied Nevada's Hasbrouck and Three Hills properties in southwestern Nevada for consideration of up to US$30 million and announcing a non-brokered private placement of up to 15,000,000 Common Shares for aggregate subscription proceeds of up to $1.5 million;

(l) the material change report of the Company dated October 28, 2013 announcing that the Company has entered into an amending letter agreement with Rubicon Minerals Corporation ("**Rubicon**") to defer exploration expenditures due on the properties optioned from Rubicon such that the Company now has until December 31, 2014 to complete the second year expenditures of US$3.0 million on the properties and until December 31, 2016 for final Phase I expenditures;

(m) the material change report of the Company dated August 1, 2013 announcing a new Mineral Resource and Preliminary Economic Assessment on its Tecoma Utah Gold project in Utah (the "**TUG Project**" or "**TUG**");

(n) the material change report of the Company dated April 25, 2013 announcing that the Company has received assays for its recently completed core drill program on the TUG deposit located in Box Elder County, Utah, to collect samples for future metallurgical testing and the completion of a regional exploration program in the Long Canyon Trend using reverse circulation drilling;

(o) the material change report of the Company dated March 4, 2013 announcing the appointment of Mr. Sandy McVey, P.Eng., as its Chief Operating Officer;

(p) the material change report of the Company dated February 7, 2013 announcing the closing of a brokered, best efforts private placement, co-led by Cormark Securities Inc. and PI Financial Corp., of 22,400,000 units of the Company at a price of $0.25 per unit for gross proceeds of $5.6 million;

(q) the material change report of the Company dated January 28, 2013 announcing that the Company has agreed with Cormark Securities Inc. and PI Financial Corp. to increase the size of its previously announced offering of units, on a best efforts agency basis, for up to 22,400,000 units of the Company at a price of $0.25 per unit for gross proceeds of up to $5.60 million;

(r) the material change report of the Company dated January 28, 2013 announcing that the Company has entered into an agreement with Cormark Securities Inc. and PI Financial Corp. to offer for sale, on a best efforts agency basis, up to 20,000,000 units of the Company at a price of $0.25 per unit for gross proceeds of up to $5.0 million;

(s) the material change report of the Company dated April 9, 2014 announcing pricing and final terms of the Offering as well as the Company's intention to complete a concurrent non-brokered private placement of Units on the same terms as the Offering for maximum gross proceeds of $8,505,000;

(t) the technical report on the Hasbrouck Project, titled "Technical Report for the Hasbrouck Project, Esmeralda County, Nevada, USA" dated effective February 21, 2014 (the "**Hasbrouck Technical Report**");

(u) the amended and restated technical report on the TUG Project in Utah, titled "Technical Report on the Tecoma Utah Gold Project, Utah, U.S.A." dated September 13, 2013 and amended on March 7, 2014 (the "**TUG Technical Report**");

(v) the term sheet dated March 10, 2014 and filed on March 11, 2014 (the "**Original Term Sheet**");

(w) the corporate presentation titled "Near Surface, Near Term Gold Hasbrouck Acquisition Opportunity" dated and filed on March 11, 2014 (the "**Corporate Presentation**"); and

(x) the amended and restated term sheet for the Offering dated April 9, 2014 and filed on SEDAR on April 9, 2014 (the "**Amended and Restated Term Sheet**" and, together with the Original Term Sheet and the Corporate Presentation, the "**Marketing Materials**").

In addition to any document required to be incorporated by reference in this Prospectus under applicable securities laws, any document of the type referred to above (excluding confidential material change reports) or referenced in Item 11.1 of Form 44-101F1 — *Short Form Prospectus* of the Canadian Securities Administrators filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this Prospectus and prior to the termination of the Offering shall be deemed to be incorporated by reference into this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein is not incorporated by reference to the extent that any such statement is modified or superseded by a statement herein or in any subsequently filed document that is also or is deemed to be incorporated by reference herein. Any such modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be considered in its unmodified or superseded form to constitute a part of this Prospectus; rather only such statement as so modified or superseded shall be considered to constitute part of this Prospectus.

Marketing Materials

The Marketing Materials are not part of this Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus or any amendment.

In addition, the "template version" of any "marketing materials" (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) that are filed on SEDAR with the securities commission or similar authority in each of the provinces of Canada, except Québec, in connection with the Offering after the date of this short form prospectus and before the termination of the distribution of the Units (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated into this Prospectus.

Subsequent to the filing of the preliminary short form prospectus relating to the Offering and filing of the Original Term Sheet on SEDAR, the following changes were made: (i) the composition of the Units to be offered pursuant to the short form prospectus was changed from one Unit Share and one-half of one Warrant, to one Unit Share and one Warrant, (ii) the minimum amount of the Offering was decreased from $25,000,000 to $16,500,000, (iii) the maximum amount of the Offering was decreased from $30,000,000 to $22,500,000, and (iv) the Concurrent Private Placement was added as a contemporaneous financing the first tranche of which is expected to be completed with the closing of the Offering. Closing of the Offering will be conditional on the aggregate combined gross proceeds from the Offering (which may include the exercise of the Over-Allotment Option) and the Concurrent Private Placement being a minimum of $25,000,000. The Company prepared the Amended and Restated Term Sheet, which is a revised template version of the Original Term Sheet, and a blackline to show the modifications. The Marketing Materials can be viewed under the Company's profile on www.sedar.com.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

Unless stated otherwise or the context otherwise requires, all references to dollar amounts in this Prospectus are references to Canadian dollars. All references to "$" are to Canadian dollars and all references to "US$" are to United States dollars.

The following table sets forth the rate of exchange for the United States dollar expressed in Canadian dollars in effect at the end of each of the periods indicated, the average of the exchange rates in effect on the last day of each month during each of the periods indicated, and the high and low exchange rates during each of the periods indicated based on the noon rate of exchange as reported by the Bank of Canada for the conversion of United States dollars into Canadian dollars.

	Twelve Months Ended December 31		
	2013	**2012**	**2011**
Average rate for period	$1.0299	$0.9996	$0.9891
Rate at end of period	$1.0636	$0.9949	$1.0170

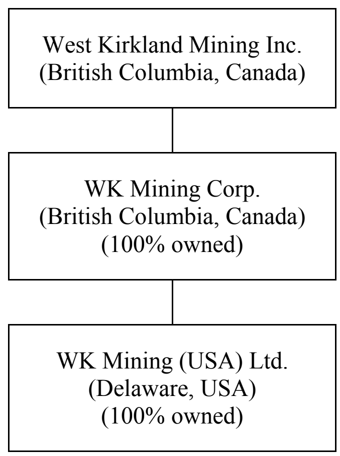
High for period	$1.0697	$1.0418	$1.0604
Low for period	$0.9839	$0.9710	$0.9449

The noon rate of exchange on April 8, 2014 as reported by the Bank of Canada for the conversion of United States dollars into Canadian dollars was US$1.00 equals $1.0922.

BUSINESS OF THE COMPANY

The Company is a mineral exploration company engaged in the acquisition, exploration and development of mineral resource properties it has staked or acquired by way of option agreements primarily in Nevada and Utah, USA. The Company continues to evaluate exploration opportunities both on currently owned properties and on new prospects.

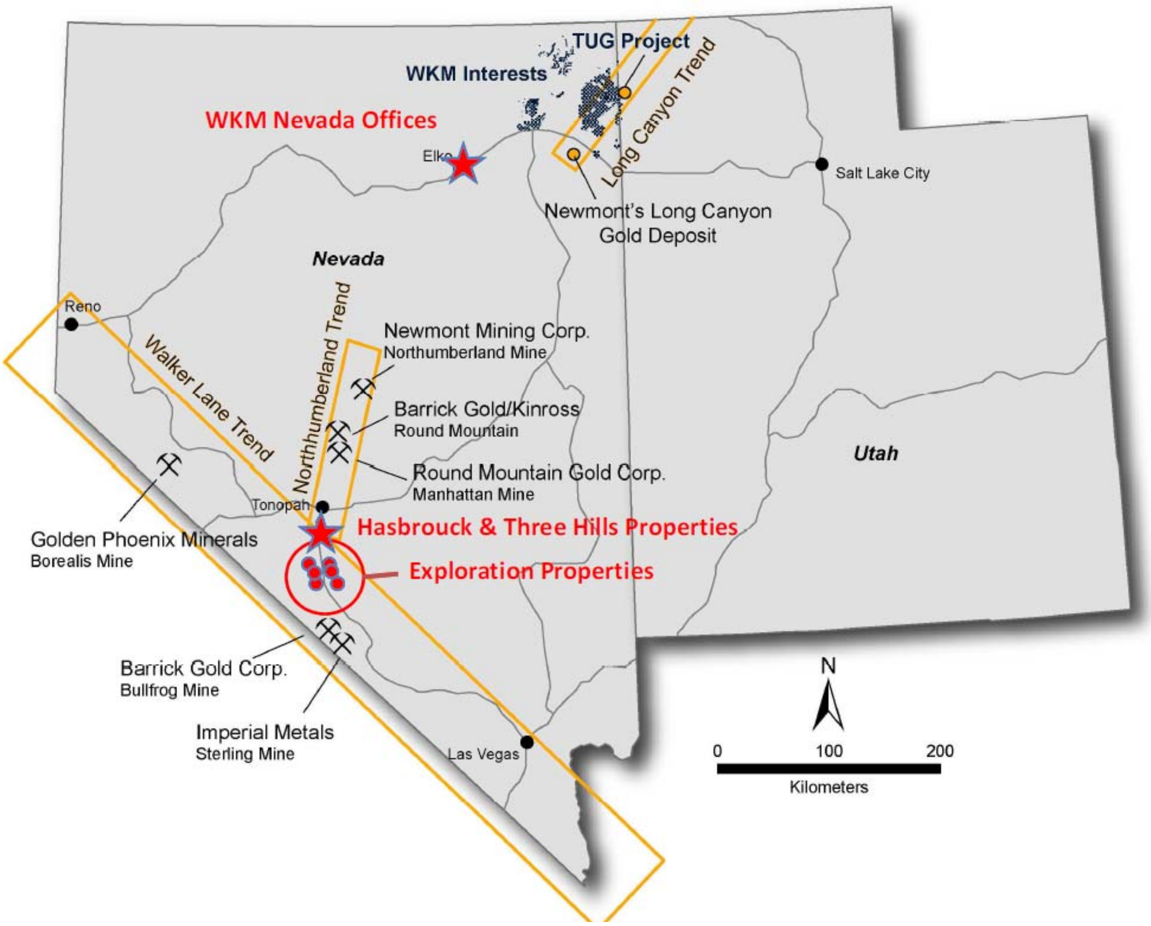
The following table illustrates the Company's current corporate structure and material subsidiaries.



The Company, through its 100% owned U.S. subsidiary, WK Mining (USA) Ltd., holds an interest in the TUG Project and intends to complete the acquisition of the Hasbrouck Project contemporaneous with or shortly following the closing of the Offering. The Company also has several non-material properties in Ontario and Nevada that are described in greater detail in the AIF.

In connection with the anticipated Hasbrouck Transaction, Rich Histed is a manager of the Company's United States operations. Mr. Histed has 30 years' experience in exploration of precious metals and other commodities with Homestake Mining, Barrick Exploration USA, Golden Star Resources, North Mining and Reunion Gold. Mr. Histed's Nevada experience includes resource definition at Archimedes and belt-scale exploration for Barrick.

The following is a map showing the location of the TUG Project and the Hasbrouck Project.



Recent Developments

Since the completion of the preliminary economic assessment in respect of the TUG Project, the Company has evaluated many projects and assets in hopes of expanding the Company's asset portfolio. In December 2013, the Company commenced negotiations with Allied Nevada in respect of the Hasbrouck Project. In evaluating the Hasbrouck Project, the Company considered its value engineering and optimization which included optimizing initial capital, high grade starter pits, conservative cost and productivity assumptions as well as a realistic contingency and the potential for resource expansion through exploration.

Planned Acquisition of the Hasbrouck Project

On January 24, 2014, the Company entered into the Letter Agreement with Allied Nevada to acquire the Hasbrouck Project in southwestern Nevada for an aggregate consideration of US$30 million (the "**Hasbrouck Transaction**").

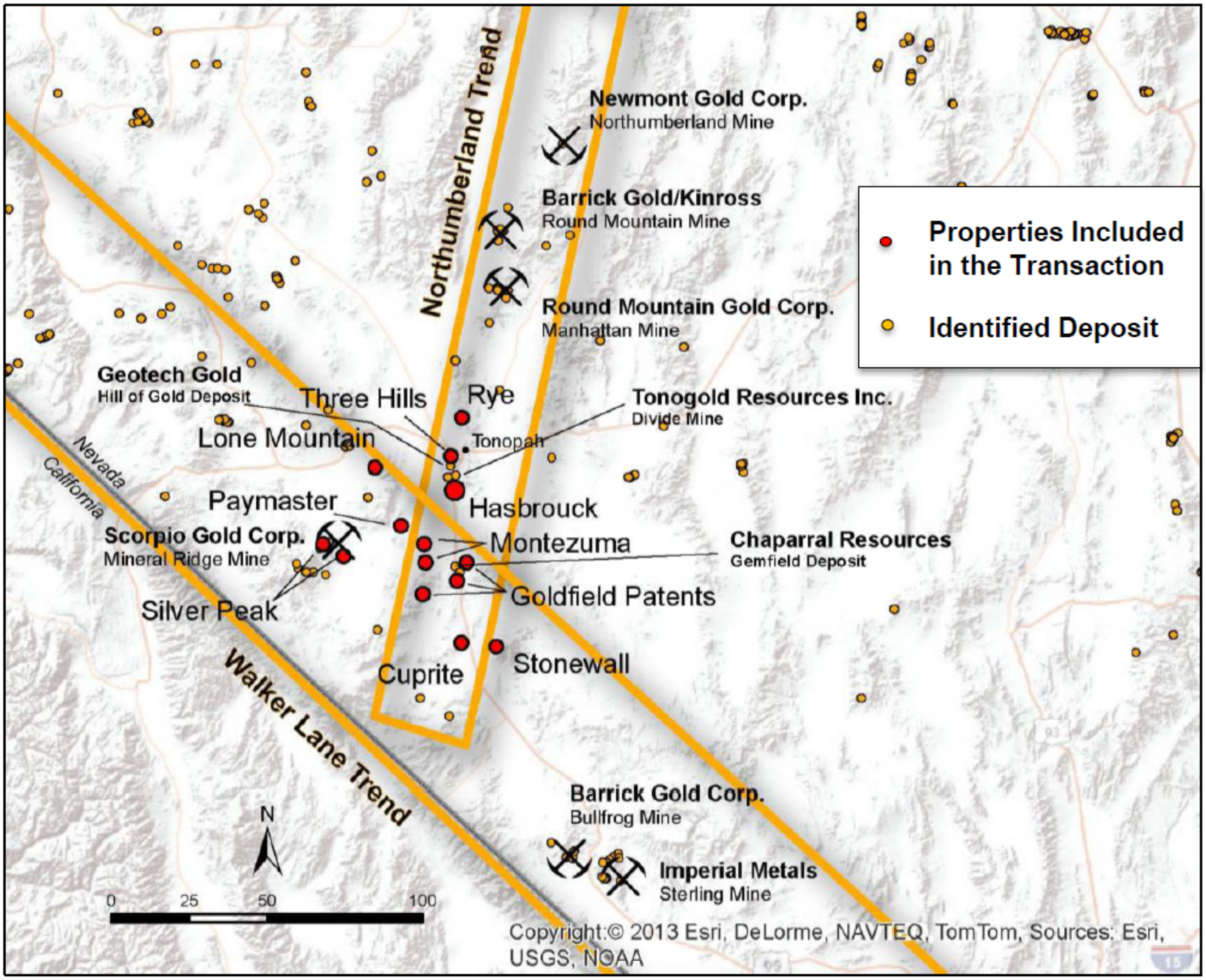
Under the Letter Agreement, the Company is required to pay Allied Nevada an aggregate of US$20,000,000 for a 75% interest in the Hasbrouck Project and an additional US$10,000,000 to acquire the remaining 25% interest in the Hasbrouck Project. A US$500,000 non-refundable cash payment (the "**Deposit**") was paid to Allied Nevada upon execution of the Letter Agreement. The Deposit was paid in consideration of the rights granted to the Company under the Letter Agreement including Allied Nevada agreeing to deal exclusively with the Company in respect of the Hasbrouck Project for a period of 90 days. An additional US$19,500,000 cash payment at closing (the "**Initial Payment**") is payable to Allied Nevada, which will occur no later than April 24, 2014, at which time the Company will have earned a 75% interest in the Hasbrouck Project. If the Company does not make payment of US$19,500,000 on or before April 24, 2014, it will not earn any interest in the Hasbrouck Project and will lose the Deposit. An additional US$10,000,000 (the "**Final Payment**") is payable within 30 months after the date of the Initial Payment (the "**Final Payment Deadline**"). If the Company pays the Final Payment to Allied Nevada in accordance with the terms and conditions of the Letter Agreement, it will acquire the remaining 25%

interest in the Hasbrouck Project and own a 100% interest in the Hasbrouck Project. If the Company does not make the Final Payment to Allied Nevada on or before the Final Payment Deadline, or if the Company offers payment and Allied Nevada chooses to decline the Final Payment, the Hasbrouck Project shall be transferred into a joint venture (the "**Joint Venture**"), with the Company retaining a 75% interest in the Joint Venture and Allied Nevada retaining 25% interest in the Joint Venture. The completion of the Transaction is subject to a number of conditions to closing including, but not limited to, the Company's satisfactory completion of legal, title and environmental due diligence with respect to the Hasbrouck Project, completion of various financings to raise adequate funds to make the Initial Payment, board and regulatory approvals and other customary conditions in the mining industry for similar asset purchases and sales. The Company intends to make the Initial Payment contemporaneously with or shortly following the closing of the Offering at which time it will acquire a 75% interest in the Hasbrouck Project. Upon the Initial Payment, it is anticipated that certain Allied Nevada subsidiaries that own the patented and unpatented claims comprising the Hasbrouck Project will convey such claims to WK Mining (USA) Ltd.

The following are photographs of the Hasbrouck Project:

The Hasbrouck Project is located in a mining district with strong exploration potential and numerous undeveloped gold occurrences within a 20-mile radius. Extensive alteration signatures persist throughout the district. It is in a prolific historic gold and silver mining area with nearby producing mines such as Mineral Ridge, Round Mountain and Sterling. There have been over 12 tons of ore samples used in the previous metallurgical testwork on the Hasbrouck Project. The Hasbrouck Projects' core, RC and bulk samples provide good representivity of deposits. Additional 2013 samples from the Three Hills property are ready for test work. In the coming months, the Company will be systematically evaluating certain exploration targets on the Three Hills property located on the Hasbrouck Project.

The following is a map showing the historic gold and silver mines around Tonopah, Nevada, USA.



The Company has obtained independent advice in respect of the permitting aspects of the Habrouck Project and has determined that the process for obtaining the required permits for the Hasbrouck Project is as follows:

Regulatory Entity	**Program/ Deliverable**	**Estimated Preparation Time**	**Estimated Review Time**
Bureau of Land Management	Mine Plan of Operations	4 Months	30 Days
Bureau of Land Management/ State Historic Preservation Office	Cultural Resources Survey, Data Recovery Plan, Data Recovery (fieldwork), Report	3 Months (after Mine Plan of Operations review)	4 Months
Nevada Department of Environmental Protection	Water Pollution Control Permit	6 Months (after Mine Plan of Operations review)	9 Months
Bureau of Land Management/ Nevada Department of Environmental Protection	Reclamation Plan/Permit	Concurrent with Mine Plan of Operations Development	60 Days Following Environmental Impact Statement/Record of Decision
Bureau of Land Management	Environmental Impact Statement	18 to 24 Months	N/A

Mining operations require the use of water, in quantities determined by the design and size. The Company must acquire water, although water rights are not included in the Hasbrouck Transaction. The right to use water in Nevada is regulated by the Division of Water Resources.

The Hasbrouck Project

The following is the summary section extracted from the Hasbrouck Technical Report, prepared and authored by Scott E. Wilson, C.P.G. who is a "qualified person" and "independent" within the meaning of NI 43-101. The Hasbrouck Technical Report was prepared in compliance with NI 43-101 and has been incorporated by reference herein. For full technical details, reference should be made to the complete text of the Hasbrouck Technical Report which has been filed with the Commissions and is available on SEDAR under the Company's profile at www.sedar.com. The following summary does not purport to be complete and is subject to all the assumptions, qualifications and procedures set out in the Hasbrouck Technical Report and is qualified in its entirety with reference to the full text of the Hasbrouck Technical Report. See also "Cautionary Note to United States Investors".

Introduction

The Hasbrouck Technical Report was prepared by Scott E. Wilson at the request of the Company. The Hasbrouck Technical Report is a "Technical Report" as defined in NI 43-101. The Hasbrouck Technical Report has been prepared in the format of Form 43-101F1 (Technical Report). The Hasbrouck Project comprises two mineralized occurrences: the Hasbrouck Mineral Deposit (the "**Hasbrouck Deposit**") and the Three Hills Mineral Deposit (the "**Three Hills Deposit**"). The Hasbrouck Project is within 5 miles of Tonopah, Nevada, USA. The effective date of the Hasbrouck Technical Report is February 21, 2014. The reader is cautioned that the Hasbrouck Technical Report classifies Mineral Resources. Mineral Resources are not Mineral Reserves and as such do not have demonstrated economic viability.

Land Tenure

Mineral tenure at the Hasbrouck Deposit consists of 28 patented mining claims and 583 unpatented mining claims covering an area of approximately 10,750 total acres within Esmeralda County, Nevada. Tenure is held in the name of Allied VNC and Allied Nevada Gold Holdings LLC, Hasbrouck Production Company LLC and Vista Gold which are wholly-owned subsidiaries of Allied Nevada. All required payments have been made to the appropriate authorities and the tenure is in good standing.

Mineral tenure at the Three Hills Deposit consists of 6 patented mining claim and 100 unpatented lode claims covering an area of approximately 1,890 acres. Tenure is held in the name of Allied VNC and Allied Nevada Gold Holdings LLC, indirectly. All required payments have been made to the appropriate authorities and the tenure is in good standing.

Geology and Mineralization

The Hasbrouck Deposit is a low-sulfidation, epithermal gold–silver deposit and is located in the western portion of the Divide Mining District. Hasbrouck Mountain, which forms the core of the deposit, is composed primarily of tuffs and epiclastic sediments of the Siebert Formation, which is underlain by Fraction Tuff. Several occurrences of chalcedonic sinter, deposited during hot spring activity, have been mapped near the top of the mountain. Gold and silver mineralization outcrops out over the much of the western half of Hasbrouck Mountain.

The currently-known mineralization extent is approximately 1,900 ft east–west by 1,100 ft north–south and has been drill-tested to a depth greater than 900 ft. Mineralization is open to the north and south at depth.

The Three Hills Deposit is also a low-sulfidation, epithermal gold-silver deposit, with mineralization associated with structural features, rock unit contacts, and with higher permeability lithology. Gold mineralization occurs in a zone of pervasive silicification within the Siebert Formation and the upper 10 to 30 feet of the Fraction Tuff. The contact between these two units contains consistently higher grades of gold and is commonly argillized. The currently-known mineralization extent is approximately 600 ft east–west by 2,000 ft north–south and has been drill-tested to a depth greater than 1,000 ft Mineralization remains open to the north, east, and at depth.

History

Silver and gold mineralization was first discovered on Hasbrouck Mountain in 1902. The Kernick Mine exploited a high grade silver vein, which was worked on a small scale through the mid-1920s. The only recorded production from Hasbrouck is 740 tons of ore by the Tonopah Hasbrouck Mining Company in 1923 and 1924 (Couch and Carpenter, 1943) that grossed $10,406. Early miners completed about 6,500 ft of drifts and 1,000 ft of raises.

Exploration work completed prior to the involvement of the Company included geologic mapping, detailed surface and road cut sampling, sampling of surface and underground workings, geophysical surveys, exploration drilling, mineral resource estimation, and bulk sampling for metallurgical test work. Work was completed in the period 1974–2003 by Cordex Exploration Company ("**Cordex**"), Franco-Nevada Mining Corporation ("**Franco-Nevada**"), FMC Minerals Corporation ("**FMC**"), Corona Gold Inc. ("**Corona**"), and Euro-Nevada Mining Corporation, Inc. ("**Euro-Nevada**").

On May 23, 2003, Vista Gold executed a purchase agreement with Newmont Capital, which included both the Hasbrouck Deposit and the Three Hills Deposit. In May 2007, the Nevada-based holdings of Vista Gold were spun out into Allied Nevada, which included the Hasbrouck and Three Hills Properties Newmont Capital declined to exercise their right to acquire 51% of the Hasbrouck and Three Hills Properties in August of 2010. The properties are held in the name of Allied VNC and Allied Nevada Gold Holdings LLC. Historical exploration at Three Hills Deposit included a 225 ft N15W oriented adit, located on the flank of North Hill. This presumably dates from Tonopah era, but no records have been located. Head frames for the Rex and Keystone mines (also Tonopah mining era) are approximately 1,500 ft to the northwest and northeast respectively.

Allied Nevada started a drilling program in 2010 that was completed in December 2011. For the years 2010 and 2011, 29,454 ft of core in 44 holes, and 95,865 feet of RC in 91 holes have been completed. Work completed by Allied Nevada includes surface mapping, systematic geochemical sampling, twin hole drilling, data verification, metallurgical studies, a CSAMT geophysical program, regional gravity surveys, reinterpretation of the spatial geology.

In 2012 Allied Nevada drilled 17 core holes, and in 2013 an additional 8 core holes were drilled.

In April 2012, Allied Nevada produced performed a Preliminary Economic Assessment of the Hasbrouck and Three Hills properties, and filed a technical report on SEDAR which presented the results of this assessment. The 2012 technical report produced by Allied Nevada is no longer relevant in the light of changing input costs and subsequent drilling at Three Hills.

Drilling

Drilling on the Hasbrouck Property has been undertaken by six companies in a number of rotary, RC, and core campaigns from 1974 through 2012 totalling 324 drill holes and approximately 219,300 ft Allied Nevada started drilling on the Hasbrouck Deposit in 2010 through 2012 and completed 44 core drill holes and 128 RC holes on the project.

Modern exploration in the Three Hills area started in 1974 when Cordex obtained the property and completed sampling and mapping of the project area. Cordex drilled 14 rotary holes in 1978, making the discovery at the deposit. Saga Exploration leased the property and, between 1983 and 1988, completed 33 air track and 28 RC drill holes. Echo Bay leased the property in 1988 and completed an additional 72 RC drill holes during the next two years. During the period 1991 to 1995, Gexa Gold and Coeur D'Alene Mines completed sampling and metallurgical studies on the property. In 1995, the Eastfield/Prism partnership obtained the property and completed additional drilling and testing on the property. Eastfield returned the property to Newmont after the 2000 exploration season. During 2012, Allied Nevada completed 17 exploration holes (9,170 ft) focused on expanding known mineralization, and in 2013 drilled 8 metallurgical and condemnation holes (3,509 ft).

Mineral Processing and Metallurgical Testing

Historic metallurgical testing at the Hasbrouck Deposit was completed between 1975 and present, and included bottle roll tests, agitation leach tests, vat leach tests, column leach tests, and flotation tests. Mineralogical studies were also performed. This work utilized drill cuttings as well as bulk surface and bulk underground samples. Tests were undertaken by independent metallurgical research laboratories.

Recent metallurgical testing by Allied Nevada included 70 column tests and 70 bottle roll tests on core intervals from 12 different drill holes. The results of this testing indicates that:

- Gold and silver recoveries are dependent on grain size;
  Average recoveries of the mineralized material if crushed to a P80 of 3/8 inch is 60.3% for gold and 13.8% for silver; and

Average recoveries can further increase to 89.3% for gold and 50.7% for silver when the material is ground to -200 mesh.

The Bond Work Index of 12 samples of core has been determined. Tested core is from the materials used in the column and bottle roll leach tests. The average Bond Work Index is 18.5 kWh/ton, indicating that the material is moderately hard. The Bond Work Index also seems to be correlated with depth, with the material being softer at depth.

Historical Three Hills Deposit metallurgy testing includes column leach and bottle roll tests, plus cold cyanide shaker tests. Bottle roll tests have been completed on material as received from RC drilling, pulverized RC, and crushed core drilling, and show a gold recovery of 73.3%. Column tests on material crushed to 1.5 inches averaged 83.8% gold recovery. The Eastfield/Prism joint venture completed 335 shaker tube tests from rejects of 1996 drill holes. These tests extracted an average of 78.8% of the gold indicated by fire assay using cold cyanide dissolution, and showed virtually no variance in recovery with increasing depth.

Environmental and Permitting

The Hasbrouck and Three Hills Properties encompass both public lands administered by the Bureau of Land Management ("**BLM**") and private land. Current exploration activities to date have disturbed less than five acres. This level of activity has been completed with a Notice of Intent ("**NOI**") with the BLM and courtesy notification to the Nevada Department of Environmental Protection ("**NDEP**") Bureau of Mining Regulation and Reclamation ("**BMRR**"), after posting an associated surety reclamation bond.

Future exploration drilling on public lands administered by the BLM may require an Exploration Plan of Operations ("**POO**") for surface disturbance activities greater than five acres. Future exploration activities creating more than five acres of disturbance require that the BLM perform an appropriate *National Environmental Policy Act* ("**NEPA**") analysis, likely an Environmental Assessment ("**EA**"). Mining activities will also require the BLM to complete a NEPA analysis, likely an Environmental Impact Statement ("**EIS**"). The NEPA analysis assesses the potential for impacts to all resources (biological, air quality, socioeconomic, etc.) from the baseline studies to support the NEPA action associated with the submittal of the POO. Baseline studies will inventory applicable existing resources such as cultural resources, soils, vegetation, wildlife, surface and ground water quality, and air quality. Archaeological, biological, and Waters of the U.S. surveys were initiated in 2011 for preliminary baseline work at the Hasbrouck Deposit.

Mineral Resources

Scott E. Wilson generated the mineralized resource calculations for the Project using industry accepted methods and in conformity with CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines and are reported in accordance with the NI 43-101 in Canada. Gold and silver mineralization was estimated using ordinary kriging for Hasbrouck and inverse distance techniques for Three Hills. Resources were classified as either Measured, Indicated or Inferred Mineral Resources as defined and set forth in NI 43-101.

Hasbrouck and Three Hills Deposits Resource Statement (February 21, 2014)

HASBROUCK DEPOSIT RESOURCE STATEMENT

Feb 21, 2014 (0.005 opt AuEq CutOff)

Category	Tons (000 tons)	Gold opt	Silver opt	AuEq opt	Gold (000 oz)	Silver (000 oz)	AuEq (000 oz)
Measured	14,686	0.014	0.307	0.019	206	4,509	285
Indicated	55,002	0.011	0.248	0.015	605	13,640	844
Measured & Indicated	**69,688**	**0.012**	**0.260**	**0.016**	**811**	**18,149**	**1,128**
Inferred	**58,921**	**0.007**	**0.189**	**0.010**	**412**	**11,136**	**607**

AuEq calculated AuEq= Au + (Ag/57.14)

THREE HILLS DEPOSIT RESOURCE STATEMENT

Feb 21, 2014 (0.005 opt Au CutOff)

Category	Tons (000 tons)	Gold opt	Silver opt	AuEq opt	Gold (000 oz)	Silver (000 oz)	AuEq (000 oz)
Measured	1,091	0.023	N/A	N/A	25	0	25
Indicated	7,413	0.017	N/A	N/A	126	0	126
Measured & Indicated	**8,504**	**0.018**	**N/A**	**N/A**	**151**	**0**	**151**
Inferred	**11,002**	**0.014**			**154**		**154**

AuEq calculated AuEq= Au + (Ag/57.14)

HASBROUCK & THREE HILLS DEPOSITS RESOURCE STATEMENT

Feb 21, 2014 (0.005 opt AuEq CutOff)

Category	Tons (000 tons)	Gold opt	Silver opt	AuEq opt	Gold (000 oz)	Silver (000 oz)	AuEq (000 oz)
Measured	15,777	0.015	0.286	0.020	231	4,509	310
Indicated	62,415	0.012	0.219	0.016	731	13,640	970
Measured & Indicated	**78,192**	**0.012**	**0.232**	**0.016**	**962**	**18,149**	**1,279**
Inferred	**69,923**	**0.008**	**0.159**	**0.011**	**566**	**11,136**	**761**

AuEq calculated AuEq= Au + (Ag/57.14)

Notes:

(1) CIM definitions are followed for classification of mineral resources.
(2) Mineral resources are estimated using a gold price of US$1,200 per ounce and a silver price of US$21 per ounce.
(3) Totals may not represent the sum of the parts due to rounding.
(4) The mineral resources have been prepared by Scott E. Wilson in conformity with CIM “Estimation of Mineral Resource and Mineral Reserves Best Practices” guidelines and are reported in accordance with the NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resource will be converted into mineral reserve.

Conclusions

Both the Hasbrouck Deposit and the Three Hills Deposit contain significant oxide mineralization which is open laterally and at depth. Continued exploration drilling has the possibility of identifying new mineralization. The methods of geological interpretation and assaying are reasonable and meet generally accepted practices for advanced stage exploration targets. The drilling density is sufficient for the determination of Measured, Indicated and Inferred Mineral Resources.

Recommendations

The Hasbrouck and Three Hills Properties together have the potential to be a gold producing project. Significant measured and indicated estimated resources are identified at Hasbrouck and Three Hills. Additionally, the resource estimates disclosed in the Hasbrouck Technical Report are derived from constrained detailed 3-D geological models which give confidence of reasonable prospects of economic extraction. Scott E. Wilson recommends that, subsequent to the closure of the proposed transaction between the Company and Allied Nevada, the Company should complete a preliminary economic assessment of a mining operation at Hasbrouck and Three Hills. A preliminary economic assessment would address such issues as recovery methods, infrastructure, market studies, environmental studies and permitting, capital and operating costs, and an economic analysis. A typical preliminary economic assessment on a project of this size in the State of Nevada costs approximately $150,000.

Scott E. Wilson further recommends that subsequent to a preliminary economic assessment a prefeasibility study be performed. This will entail:

- Resource drilling to increase the level of confidence in the resource
- Metallurgical studies to increase the level of confidence in and understanding of the projected metallurgical performance and process design

- Hydrogeological studies to characterize ground water for permitting and for water sourcing
- Geotechnical studies to provide data for mine design
- Geotechnical studies to provide data for surface infrastructure elements design
- Base-line studies of flora and fauna necessary for permitting
- Engineering studies to allow project configuration necessary for permitting
- Engineering studies to allow capital and operating costs to be predicted
- Economic analyses
- Mine closure studies

A prefeasibility study for a project such as the Hasbrouck Project typically cost:

ACTIVITY	PHASE 1 (0-12 months)	PHASE 2 (13 -18 months)
Drilling	$1,000,000	$1,000,000
Permitting	$300,000	$700,000
Engineering	$500,000	$500,000
Exploration		$1,000,000
TOTAL	**$1,800,000**	**$3,200,000**

The TUG Project

The following is the extracted summary section from the TUG Technical Report prepared and authored by Luke Evans, M.Sc., P.Eng., Stuart E. Collins, P.E. and Kathleen Altman, Ph.D., P.E., each of whom is a "qualified person" and "independent" within the meaning of NI 43-101. The TUG Technical Report was prepared in compliance with NI 43-101 and is incorporated by reference herein. For full technical details, reference should be made to the complete text of the TUG Technical Report which has been filed with the Commissions and is available on SEDAR under the Company's profile at www.sedar.com. The following summary does not purport to be complete and is subject to all the assumptions, qualifications and procedures set out in the TUG Technical Report and is qualified in its entirety with reference to the full text of the TUG Technical Report.

Executive Summary

Roscoe Postle Associates Inc. (RPA) was retained by West Kirkland Mining Inc. (WKM) to prepare an independent Technical Report on the Tecoma Utah Gold (TUG) project (the Project), in northwestern Utah. The purpose of this report is to update Mineral Resources and disclose the results of a Preliminary Economic Assessment (PEA) on the Project. This Technical Report conforms to Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101). RPA visited the property on November 27, 2012.

WKM is a Canadian publicly traded mining company with a portfolio of exploration and development projects in North America. TUG is currently under earn-in option from Fronteer Development (USA) Inc., a subsidiary of Fronteer Gold Inc. (Fronteer), now a wholly-owned subsidiary of Newmont Mining Corporation. To meet its 60% earn-in requirement with Newmont, WKM has spent over US$4 million at TUG, and subject to Newmont's confirmation of the earn-in expenditures, is currently forming a joint venture with Newmont to advance the Project. The PEA is based on a conventional truck and shovel operation with low-grade gold and silver mining from one open pit and recovery by heap leaching of the crushed, mineralized material. Mining would be at a rate of 3,000 tpd of mineralized material. The PEA contained in this report is based, in part, on Inferred Resources, and is preliminary in nature. Inferred Resources are considered too geologically speculative to have mining and economic considerations applied to them and to be categorized as Mineral Reserves. There is no certainty that economic forecasts on which this PEA is based will be realized.

Conclusions

Based on a review of available information, RPA reached the following conclusions:

Geology and Mineral Resources

- Mineral Resources are reported at a $17/t net smelter return (NSR) cut-off value within a preliminary Whittle® pit shell. The pit shell used a gold price of US$1,700/oz Au, and a silver price of US$29/oz Ag, and certain costs and metal recovery parameters.
- Indicated Mineral Resources are estimated to total 4.85 Mt grading 0.84 g/t Au and 40.4 g/t Ag and contain 131,000 ounces of gold and 6.3 million ounces of silver.
- Inferred Mineral Resources are estimated to total 4.39 Mt grading 0.79 g/t Au and 30.3 g/t Ag and contain 111,000 ounces of gold and 4.3 million ounces of silver.
- There has been an under-reporting of some of the silver assays.
- The sample preparation, analysis, and security are appropriate for use in Mineral Resource estimation.
- The sampling and analytical procedures for gold and silver have very good precision and results are well within acceptable limits. The database is appropriate for use in mineral resource and mineral reserve estimation.
- RPA is of the opinion that the estimated Mineral Resources are reasonable and comply with CIM definition standards.
- The methods used for Mineral Resource estimation are appropriate for the style of mineralization at the TUG Project.
- Exploration drilling is ongoing. The down-plunge extension of the mineralization is being tested to the south and southeast of the proposed open pit.

Mining and Mineral Reserves

- Conventional open pit mining methods (drilling, blasting, loading, and hauling) are proposed to extract the mineralized material and waste.
- Drilling and blasting is proposed to take place on five metre high benches and would be followed by loading of 64-tonne capacity off-highway trucks by a front end loader.
- Material would be crushed and conveyed to a heap leach pad for metal recovery.
- Mineralized material would be excavated at a rate of 3,000 tpd.
- Based on the current resource estimate, the current mine life is four years, preceded by a two-year pre-production period.
- Resources that are potentially mineable by open pits methods used for the PEA are approximately 4.2 Mt with average gold and silver grades of 0.87 g/t and 42.4 g/t, respectively.
- A mining contractor is proposed.
- Topographical relief, climate, haul distances, and political location do not appear to be issues for the TUG Project.
- There are no Mineral Reserves for the TUG Project at this time.

Metallurgy and Processing

- The samples that have been tested from the TUG Project show that the material is amenable to gold and silver recovery by cyanide leaching.

- The gold recovery appears to be very sensitive to the particle size of the material that is being leached. Smaller particle sizes result in significantly higher gold and silver recovery than larger particle sizes.
- Due to the small size of the Project, heap leaching is proposed as the recovery process.
- Due to high silver grades in the resource, the Merrill-Crowe zinc cementation process is used for the conceptual process design and estimated capital and operating costs.

Environmental and Permitting

- The Project is subject to the State of Utah permitting requirements and environmental regulations.
- Preliminary baseline studies indicate that there are no endangered species in the vicinity of the Project.

Economic Analysis

- In order to minimize the capital costs, and due to the short mine life, a mining contractor is proposed to excavate the open pit and a crushing contractor is proposed to crush the mineralized material to a ¼-in nominal size.
- A power line to the Project would be installed and diesel generators would only be used for backup power.
- A water well would be drilled and developed for the Project's makeup water supply.
- The PEA indicates that the Project has a positive cash flow.

Recommendations

General

- The drill hole database should be converted from Metric to Imperial units. All of the drilling was completed using Imperial units. The local population and state regulators use Imperial units

Geology and Mineral Resources

- Twin more reverse circulation (RC) drill holes with diamond drill holes to further investigate if the RC holes understate the gold and silver grades and to determine if a more extensive re-drilling program is warranted.
- Send resource related pulps that were previously analyzed at American Assayers for silver re-assaying.
- Update the resource model as new data become available.
- A geotechnical investigation of the proposed TUG open pit highwalls is needed before production begins. A 3D geological model of the open pit area should be developed that includes the following minimum areas of study:
    - the spatial extent of any clay-altered zones
    - major faults cross cutting the pit area
    - the surface weathering limits should be interpreted as a 3D surface for the area of the proposed pit
    - potential fold structures
    - additional geotechnical investigations may be required to update the character and extent of faults dipping into
    - the eastern side of the pit for the following:
        - define the spatial extent of the fault zones if needed;

  - define further the strength properties of the fault infilling.

Metallurgy and Processing

- RPA recommends that a comprehensive metallurgical testing program be completed for the Project.

Mining and Mineral Reserves

- Carry out a Prefeasibility Study (PFS) to establish Mineral Reserves for the Project.

- Commence basic engineering to evaluate:

  - Detailed mine plans and schedules;
  - Economics of contractor versus owner mining;

- Conduct a detailed trade-off study to determine the optimal selective mining unit required to address mining selectivity, loss, and dilution associated with the loader/truck combination.

- Prepare a Request For Proposal, which would be submitted to a minimum of three mining contractors to perform the mining and site-wide earthwork maintenance.

- Carry out a geotechnical study to determine the safest and steepest pit slopes. Additional geotechnical investigations should be undertaken to delineate and characterize soils containing any discontinuities for the final and interim waste dump and heap leach pad slopes.

- Determine the suitability and the particle size distribution of sedimentary rocks from the open pit area for use as rock drain material for the leach pad.

Environmental and Permitting

- Prepare a detailed water balance to assist in optimizing the design of the water treatment facilities.

- Long-term geochemical characterization of mineralized material and mine wastes will be required.

- Model dilution of the heap leach pad solution during the rinsing period, and the corresponding decline in the concentration of metals and compounds in the water exiting the pad during and after the drain period.

Economic Analysis

- Obtain detailed quotes for all equipment, supplies, and permanent infrastructure.

- Obtain quotes for the mining contractor unit mining costs ($/bank cubic yard) and equipment/operator hourly rates.

- Prepare detailed estimates for all mining, processing, and G&A operating costs.

- Carry out additional studies to investigate other options to improve the accuracy of capital and operating cost estimates, to optimize the mining schedule, and to investigate alternative crushing processes such as high pressure grinding rolls or vibration cone crushers which have the potential to improve the Project economics.

Table 1-1 presents the recommended work and budget to advance the TUG Project, estimated by WKM and accepted by RPA.

TABLE 1-1 PROPOSED PROGRAM AND BUDGET
West Kirkland Mining Inc. – TUG Project

Major Item Description	Estimated Value (US$)
Land and Development Budget	320,000
District-wide exploration	75,000
Metallurgical review and metallurgical testing	80,000
Drilling –	
Core drilling for exploration: 600 m @ $300/m	180,000
Assays	40,000
Road and drill pad construction	194,000
Permitting (including reclamation)	401,000
Prefeasibility and Detailed Engineering Studies	1,545,000
Claim maintenance	179,000
General & Administrative	806,000
Total	**3,820,000**

Economic Analysis

The PEA contained in this report is based, in part, on Inferred Resources, and is preliminary in nature. Inferred Resources are considered too geologically speculative to have mining and economic considerations applied to them and to be categorized as Mineral Reserves. There is no certainty that economic forecasts on which this PEA is based will be realized.

A pre-tax and after-tax cash flow projection has been generated from the Life of Mine production schedule and capital and operating cost estimates, and is summarized in Table 1- 2. A summary of the key criteria is provided below.

Economic Criteria

Revenue

- 3,000 mineralized tonnes per day processed from a single open pit (approximately 1.1 million tonnes per year).
- Gold and silver recoveries, as indicated by test work, averaging 58% and 15%, respectively.
- Reduction in ounces for gold entrained in leach pad circuit.
- Gold at refinery 99.8% payable.
- Exchange rate US$1.00 = C$1.00.
- Metal prices: US$1,525 per ounce gold and US$28 per ounce silver.
- Gold revenue and silver revenue percentage contributions are 81% and 19%, respectively.
- Net Smelter Return includes doré refining, transport, and insurance costs.
- No salvage value was applied to any of the equipment or infrastructure.
- Mine life: 4 years.
- Gold and silver payable values were calculated based on metal price and exchange rate.

- Yearly revenues were calculated by subtracting the applicable refining charges and transportation costs from the payable metal value.

- Revenue is recognized at the time of production.

Costs

- Pre-production period: 24 months (Year -2 and Year -1).

- Initial working capital proposed is US$2.6 million. The working capital is recovered at the end of the mine life.

- Unit operating costs for mining, leaching, power, fuel, and G&A were applied to annual mined/leached tonnages, to determine the overall yearly operating cost. This cost was deducted from the precious metal revenues to derive annual operating cash flow.

- Life of Mine production plan as summarized in Table 22-2.

- Mine life capital totals US$24.79 million, which does not include reclamation.

- Average operating cost over the mine life is US$902 per gold ounce equivalent.

Royalties

There are a number of royalties associated with the TUG Project. The following royalties, grouped below by their relative land Section location, were included in the economic analysis:

- Section 9, Township 8 North Range 19 West royalties:
  - A 1.4% net smelter return (NSR) of 35% of the Gross Revenue will be paid to a private party; and
  - A 2.47% NSR of the Gross Revenue will be paid to a private party.
  - For the economic criteria presented in this PEA, the estimated LOM royalties for Section 9 are US$2.115 million.

- Section 10, Township 8 North Range 19 West royalty:
  - A 5.00% NSR of the Gross Revenue will be paid to a public corporation party.
  - For the economic criteria presented in this PEA, the estimated LOM royalties for Section 10 are US$59,000.

- Section 15, Township 8 North Range 19 West royalties:
  - A 1.4% NSR of 35% of the Gross Revenue will be paid to a private party; and
  - A 2.47% NSR of the Gross Revenue will be paid to a private party.
  - For the economic criteria presented in this PEA, the estimated LOM royalties for Section 15 are US$726,000.

- Section 16, Township 8 North Range 19 West royalties:
  - A 4.00% NSR of the Gross Revenue will be paid to the State of Utah.
  - School and Institutional Trust Lands Administration (SITLA) processing fee of 1%.
  - For the economic criteria presented in this PEA, the estimated LOM royalties for Section 16 are US$2.239 million.

Taxation

It should be noted that RPA is not an expert on accounting or taxes. Listed below are the tax assumptions that were used in this PEA:

- No Loss Carry Forward (LCF) was applied to the cash flow;
- A Utah State Severance tax at 2.6% of Gross Profit;
- Box Elder County, Utah property tax of 1.1153%;
- Utah State Income tax rate used was 5%; and
- U.S. Federal tax rate used ranged from 34% to 35%.

TABLE 1-2 CASH FLOW SUMMARY

West Kirkland Mining Inc. - TUG Project

Date: 05/09/2013	INPUTS	UNITS	TOTAL	Year -3	Year -2	Year -1	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
Mining																
Open Pit																
Mine Operating Days	350	days	2,160			60	350	350	350	350	350	350				
Stacking Operating Days	350	days	2,160			60	350	350	350	350	350	350				
Leaching Operating Days	350	days	2,160			60	350	350	350	350	350	350				
Mineralized Material tonnes moved per day		tonnes / day				-	2,379	3,129	3,273	3,215	-	-				
Total Tonnes moved per day, excluding Year -		tonnes / day	7,203			2,386	4,371	13,159	12,980	13,533	-	-				
		check (red)	7,203													
Production																
Mineralized Material to Leach Pad		000 tonnes	4,198			-	833	1,095	1,145	1,125						
Au Head Grade		g/t	0.87				0.94	1.00	0.78	0.79						
Ag Head Grade		g/t	42.39				50.23	53.16	33.68	35.00						
AuEq Head Grade		g/t					1.85	1.96	1.38	1.42						
Waste		000 tonnes	11,359			143	697	3,511	3,397	3,611						
Stripping Ratio	9,447		2.71			-	0.84	3.21	2.97	3.21						
Mineralized Material & Waste	21,727	000 tonnes	15,558			143	1,530	4,606	4,543	4,736						
	26,126															
Stockpile																
Opening																
tonnes		000 tonnes	-	-	-	-	-	-	-	-						
Au Grade		g/t	-				-	-	-	-						
Ag Grade		g/t					-	-	-	-						
Addition																
tonnes	-	000 tonnes	-				-	-	-	-						
Au Grade	1.00	g/t	-				1.00	1.00	1.00	1.00						
Ag Grade	31.00	g/t					31.00	31.00	31.00	31.00						
Deduction																
tonnes	-	000 tonnes	-				-	-	-	-						
Au Grade		g/t	-	0.91			1.00	-	-	-						
Ag Grade		g/t														
Closing																
tonnes		000 tonnes	-				-	-	-	-						
Au Grade		g/t	-				-	-	-	-						
Ag Grade		g/t														
Total Production	4,399															
Tonnes leached		000 tonnes	4,198			-	833	1,095	1,145	1,125						
Average Head Grade Au		g/t	0.87			-	0.94	1.00	0.78	0.79						
Average Head Grade Ag	0.906	g/t	42.39			-	50.23	53.16	33.68	35.00						
Average Head Grade AuEq		g/t	1.64				1.85	1.96	1.38	1.42						
Processing																
Mineralized Material to Leach Pad		000 tonnes	4,198				833	1,095	1,145	1,125	-	-				
Head Grade at Pad		g/t Au	0.87				0.94	1.00	0.78	0.79	-	-				
Head Grade at Pad		g/t Ag	42.39				50.23	53.16	33.68	35.00	-	-				
Head Grade at Pad		g/t AuEq					1.85	1.96	1.38	1.42						
Contained Au		oz	117,873			-	25,284	35,369	28,620	28,600	-	-				
Contained Ag		oz	5,722,559			-	1,344,736	1,871,517	1,240,200	1,266,105	-	-				
Average Recovery - Gold	58%	%	58%				58%	58%	58%	58%	58%	58%	58%	58%	58%	58%
Average Recovery - Silve	15%	%	15%				15%	15%	15%	15%	15%	15%				
Average Recoverable AuEq		g/t AuEq					0.68	0.73	0.54	0.55	-					
7% Total Recovered Au		oz	68,309				14,607	20,514	16,599	16,588	-	-				
93% Total Recovered Ag	83,765	oz	857,091				200,417	280,728	186,030	189,916	-	-				
Total Recovered AuEq		oz	83,765				18,222	25,576	19,954	20,012	-	-				
Note: Year -1 Reports to Year 1 Productio																
Revenue																
Metal Prices		**Input Units**		**Calculation Units**												
Au	$ 1,525	US$/oz Au	$ 1,525	US$/oz Au	$ 1,400	$ 1,400	$ 1,600	$ 1,600	$ 1,500	$ 1,400	$ 1,400	$ 1,400				
Ag	$ 28	US$/oz Ag	$ 28				$ 30	$ 29	$ 27	$ 24	$ 24	$ 24				
Exchange Rate	$ 1.00	US$/ US$	$ 1.00				$ 1.00	$ 1.00	$ 1.00	$ 1.00	$ 1.00	$ 1.00				
81% Total Revenue - Gold		US$ '000	$ 104,317				$ 23,372	$ 32,822	$ 24,899	$ 23,223	$ -	$ -				
19% Total Revenue - Silver		US$ '000	$ 23,734				$ 6,013	$ 8,141	$ 5,023	$ 4,558	$ -	$ -				
Total Gross (Payable) Revenue	99.8%	**US$ '000**	**$ 128,051**				**$ 29,385**	**$ 40,964**	**$ 29,922**	**$ 27,781**	**$ -**	**$ -**				
Off-Site Costs																
Transport																
Au	$0.25 US$/oz Au	US$ '000	$ 17				$ 3.65	$ 5.13	$ 4.15	$ 4.15	$ -	$ -				
Ag	$0.25 US$/oz Ag	US$ '000	$ 214				$ 50	$ 70	$ 47	$ 47	$ -	$ -				
Refining cost																
Au	$1.75 US$/oz Au	US$ '000	$ 120				$ 26	$ 36	$ 29	$ 29	$ -	$ -				
Ag	$1.00 US$/oz Ag	US$ '000	$ 857				$ 200	$ 281	$ 186	$ 190	$ -	$ -				
Treatment			$ -													
Au	$0.00 US$/oz Au	US$ '000	$ -				$ -	$ -	$ -	$ -	$ -	$ -				
Ag	$0.00 US$/oz Ag	US$ '000	$ -				$ -	$ -	$ -	$ -	$ -	$ -				
Total Off-Site Costs		**US$ '000**	**$ 1,208**				**$ 280**	**$ 392**	**$ 266**	**$ 271**	**$ -**	**$ -**				
Net Smelter Return		**US$ '000**	**$ 126,843**				**$ 29,105**	**$ 40,572**	**$ 29,656**	**$ 27,510**	**$ -**	**$ -**				
			$ -													
Royalty NSRs		**US$ '000**	**$ 5,139**				**$ 1,101**	**$ 1,728**	**$ 1,177**	**$ 1,132**	**$ -**	**$ -**				
SITLA Processing Fee	1%		$ 1,281				$ 294	$ 410	$ 299	$ 278	$ -	$ -				
Section 9 - Private Mineral:			$ 2,115				$ 295	$ 599	$ 736	$ 484	$ -	$ -				
Section 10 - Federal Unpatented Claim			$ 59				$ 0	$ -	$ -	$ 59	$ -	$ -				
Section 15 - Private Mineral:			$ 726				$ 67	$ 267	$ 142	$ 250	$ -	$ -				
Section 16 - Utah State Sectior			$ 958				$ 444	$ 452	$ -	$ 62	$ -	$ -				
Net Revenue		**US$ '000**	**$ 121,704**				**$ 28,004**	**$ 38,843**	**$ 28,479**	**$ 26,378**	**$ -**	**$ -**				
Unit NSR		**US$/t leached**	**$ 28.99**				**$ 33.63**	**$ 35.47**	**$ 24.86**	**$ 23.44**	**$ -**	**$ -**				

	Operating Costs															
	Contractor Mining Cost- Mineralized Material	$1.84/t moved	US$/t moved	$ 1.84		$ 1.84	$ 1.84	$ 1.84	$ 1.84	1.84						
	Contractor Mining Cost- Waste	$1.84/t moved	US$/t moved	$ 1.82		$ 1.84	$ 1.84	$ 1.84	$ 1.84	1.84						
	WK Mining Cost		US$/t moved	$ 0.16		$ 1.33	$ 0.38	$ 0.14	$ 0.15	0.14						
	Total Mining Cost		US$/t moved	**$ 3.87**		**$ 5.01**	**$ 4.06**	**$ 3.82**	**$ 3.83**	**3.82**						
	Processing	$8.90/t leached	US$/t leached	$ 8.90		$ 8.90	$ 8.90	$ 8.90	$ 8.90	8.90						
	G&A		US$/t leached	$ 1.73		$ -	$ 1.94	$ 1.47	$ 1.41	1.43						
	Total Unit Operating Cost		**US$/t leached**	**$ 14.30**		**$ 13.90**	**$ 14.89**	**$ 14.19**	**$ 14.13**	**14.15**						
	Mining Cost- Mineralized Material	$ 1.84	US$ '000	$ 7,725		$ -	$ 1,532	$ 2,015	$ 2,108	$ 2,070	$ -	$ -				
	Mining Cost- Waste	$ 4.92	US$ '000	$ 20,638			$ 1,282	$ 6,459	$ 6,251	$ 6,645	$ -	$ -				
	WK Mining Cost	$ 0.61	US$ '000	$ 2,562			$ 575	$ 661	$ 660	$ 665	$ -	$ -				
	Total Mining Cost	**$ 7.37**	**US$ '000**	**$ 30,925**		**$ -**	**$ 3,390**	**$ 9,136**	**$ 9,019**	**$ 9,380**	**$ -**	**$ -**				
	Processing	$ 8.90	US$ '000	$ 37,348		$ -	$ 7,408	$ 9,741	$ 10,190	$ 10,009	$ -	$ -				
	G&A	$ 1.73	US$ '000	$ 7,254			$ 1,612	$ 1,612	$ 1,612	$ 1,612	$ 806					
	Total Operating Cost	**$ 17.99**	**US$ '000**	**$ 75,527**			**$ 12,410**	**$ 20,489**	**$ 20,820**	**$ 21,001**	**$ 806**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
	Total Operating Cost/oz AuEQ			**$ 902**												
	Total Capital Cost/oz AuEQ			**$ 296**												
	Net Income before Tax, Amortization & Depletion		**US$ '000**	**$ 47,877**			**$ 15,594**	**$ 18,354**	**$ 7,659**	**$ 5,377**	**$ (806)**	**$ -**	$ 1,700	$ -	$ -	$ -
	CAPITAL COST															
	Direct Capital Cost															
	Mining	Contract Mining + WKM OH	US$ '000	$ 105	$ 30	$ 75										
	Leach Pad		US$ '000	$ 4,162	$ -	$ 4,162										
	Processing, Lab, Bldgs, Earthworks		US$ '000	$ 3,995	$ 244	$ 3,751										
	Infrastructure (Power, Water, Earthoworks)		US$ '000	$ 4,632	$ 1,309	$ 3,323										
	Light Vehicles		US$ '000	$ 210	$ 140	$ 70										
	Wells and Waterlines		US$ '000	$ 727	$ 727	$ -										
	Total Direct Capital		**US$ '000**	**$ 13,830**	**$ 2,450**	**$ 11,381**										
	Indirect Capital Cost															
35.9%	EPCM / Owners / Indirect Cost	0%	US$ '000	$ 4,964	$ 728	$ 4,236										
	Working Capital	2.50 months operating	**US$ '000**	**$ -**	$ -	$ -	$ 2,585	$ -	$ -	$ -	$ (2,585)	$ -				
	Total Indirect Capital		**US$ '000**	**$ 4,964**	**$ 728**	**$ 4,236**	**$ 2,585**	**$ -**	**$ -**	**$ -**	**$ (2,585)**	**$ -**				
	Contingency	25%	**US$ '000**	**$ 4,699**	**$ 794**	**$ 3,904**										
	Initial Capital		**US$ '000**	**$ 23,493**	**$ 3,972**	**$ 19,521**										
	Sustaining & Reclamation		**US$ '000**	**$ 2,994**			**$ 3,214**	**$ 300**	**$ 200**	**$ 165**	**$ (2,585)**	**$ -**	**$ 1,700**			
	Capital		**US$ '000**	**$ 26,487**	**$ 3,972**	**$ 19,521**	**$ 3,214**	**$ 300**	**$ 200**	**$ 165**	**$ (2,585)**	**$ -**	**$ 1,700**			
			check	$ 24,787	$ 3,972	$ 23,493	$ 26,707	$ 27,007	$ 27,207	$ 27,372	$ 24,787					
	Pre-Tax Cash Flow															
	Net Pre-Tax Cashflow		US$ '000	$ 21,391	$ (3,972)	$ (19,521)	$ 12,380	$ 18,054	$ 7,459	$ 5,212	$ 1,779	$ -	$ -	$ -	$ -	$ -
	Cumulative Pre-Tax Cashflow		US$ '000		$ (3,972)	$ (23,493)	$ (11,113)	$ 6,941	$ 14,400	$ 19,611	$ 21,391	$ 21,391	$ 21,391	$ 21,391	$ 21,391	$ 21,391
	Less Depreciation		US$ '000	$ 26,487	$ -	$ -	$ 5,762	$ 8,087	$ 6,310	$ 6,328	$ -	$ -	$ -	$ -	$ -	$ -
	Less Amortization	not calculated	US$ '000	$ -												
	Less Other Writeoff's on DD&A	not calculated	US$ '000	$ -												
	Taxable Income Before Depletion			**$ (5,096)**	**$ (3,972)**	**$ (19,521)**	**$ 6,618**	**$ 9,967**	**$ 1,149**	**$ (1,116)**	**$ 1,779**	**$ -**	**$ -**	$ -	$ -	$ -
	Depletion Allowance Taken		**US$ '000**	**$ 10,245**			**$ 3,309**	**$ 4,983**	**$ 975**	**$ 977**	**$ -**	$ -	$ -	$ -	$ -	$ -
	50% or 100% Limit (Value	50%	$ 4,091	as of 31-May-13	$ -	$ -	$ 3,309	$ 4,983	$ 575	$ -	$ 890	$ -	$ -	$ -	$ -	$ -
	% Depletion (Au, Ag %s)	15%			$ -	$ -	$ 4,201	$ 5,826	$ 4,272	$ 3,957	$ -	$ -	$ -	$ -	$ -	$ -
	Cost Depletion						$ 890	$ 1,249	$ 975	$ 977	-					
	Less Loss Carry Forward	not calculated	US$ '000	$ -												
	Taxable Income After Depletion		**US$ '000**	**$ (15,341)**	**$ (3,972)**	**$ (19,521)**	**$ 3,309**	**$ 4,983**	**$ 174**	**$ (2,094)**	**$ 1,779**	**$ -**	**$ -**	$ -	$ -	$ -
FMV @ 10%	**Taxes (FMV @ 10%)**		**US$ '000**	**$ 4,748**	**$ -**	**$ -**	**$ 1,509**	**$ 2,247**	**$ 299**	**$ -**	**$ 694**	**$ -**	**$ -**	$ -	$ -	$ -
	Utah State Severence Tax (2.6% of 30% GP	2.6%	US$ '000	$ 949	$ -	$ -	$ 218	$ 303	$ 222	$ 206	$ -	$ -	$ -	$ -	$ -	$ -
$ 7,165	Utah - Box Elder County Property Ta	1.1153%	US$ '000	$ 479	$ 80	$ 80	$ 80	$ 80	$ 80	80						
	Utah State Corporate Income Ta	5.0%	US$ '000	$ 512	$ -	$ -	$ 165	$ 249	$ 9	$ -	$ 89	$ -	$ -	$ -	$ -	$ -
	U.S. Federal Corportate Income Tax Rat		US$ '000	$ 3,492	$ -	$ -	$ 1,125	$ 1,694	$ 68	$ -	$ 605	$ -	$ -	$ -	$ -	$ -
	U.S. Federal Corportate Income Tax Rat		%		0%	0%	34%	34%	39%	0%	34%	0%	0%	0%	0%	0%
	Income After Tax		**US$ '000**	**$ (20,089)**	**$ (3,972)**	**$ (19,521)**	**$ 1,800**	**$ 2,737**	**$ (124)**	**$ (2,094)**	**$ 1,085**	**$ -**	**$ -**	$ -	$ -	$ -
	Depreciation		US$ '000	$ 26,487	$ -	$ -	$ 5,762	$ 8,087	$ 6,310	$ 6,328	$ -	$ -	$ -	$ -	$ -	$ -
	Amortization		US$ '000	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
	Depletion Taken		US$ '000	$ 10,245	$ -	$ -	$ 3,309	$ 4,983	$ 975	$ 977	$ -	$ -	$ -	$ -	$ -	$ -
	Writeoffs on DD&A		US$ '000	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
	Loss Carry Forward		US$ '000	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
	After-Tax Cashflow		**US$ '000**	**$ 16,642**	**$ (3,972)**	**$ (19,521)**	**$ 10,871**	**$ 15,808**	**$ 7,160**	**$ 5,212**	**$ 1,085**	**$ -**	**$ -**	$ -	$ -	$ -
	Cumulative After-Tax Cashflow		US$ '000		$ (3,972)	$ (23,493)	$ (12,622)	$ 3,185	$ 10,345	$ 15,557	$ 16,642	$ 16,642	$ 16,642	$ 16,642	$ 16,642	$ 16,642
	Total Cash Cost		**US$/oz AuEq**	**$ 916**			$ 944	$ 1,102	$ 1,341	$ 1,351	$ -	$ -	$ -	$ -	$ -	$ -
	Capital Cost		**US$/oz AuEq**	**$ 296**												
	All-In Cost		**US$/oz AuEq**	**$ 1,212**												
	Project Economics															
	Pre-Tax IRR		%	33%												
	Pre-tax NPV at 8% discounting	8%	US$ '000,000	$12												
	Pre-tax NPV at 10% discounting	10%	US$ '000,000	$10												
	Pre-tax NPV at 15% discounting	15%	US$ '000,000	$7												
	After-Tax IRR		%	26%												
	After-Tax NPV at 8% discounting	8%	US$ '000,000	$9												
	After-Tax NPV at 10% discounting	10%	US$ '000,000	$7												
	After-tax NPV at 15% discounting	15%	US$ '000,000	$4												

Cash Flow Analysis

The financial model was established on a 100% equity basis, which does not include debt financing and loan interest charges.

Considering the Project on a stand-alone basis, the undiscounted pre-tax cash flow totals $21.4 million over the mine life, and simple payback occurs approximately 2.2 years from start of production.

The Operating Cash Cost is US$902 per ounce of gold equivalent recovered. The mine life capital unit cost is US$296 per ounce, for a Total Production Cost of US$1,198 per ounce of gold. Average annual gold production during operation is 17,000 gold ounces per year.

A pre-tax Net Present Value (NPV) at an 8% discount rate is $12 million, and the pre-tax Internal Rate of Return (IRR) is 33%. An after-tax NPV at an 8% discount rate is approximately US$9 million, with an IRR of 26%. As noted in Figure 1-1 and Table 1-3, the pre-tax NPV at a 10% discount rate is $10 million.

Sensitivity Analysis

Project risks can be identified in both economic and non-economic terms. Key economic risks were examined by running cash flow sensitivities:

- Gold price;
- Exchange rate;
- Head Grade;
- Gold Recovery;
- Operating costs; and
- Pre-production capital costs.

IRR sensitivity over the base case has been calculated for -20% to +20% variations. The sensitivities are shown in Figure 1-1 and Table 1-3.

FIGURE 1-1 SENSITIVITY ANALYSIS

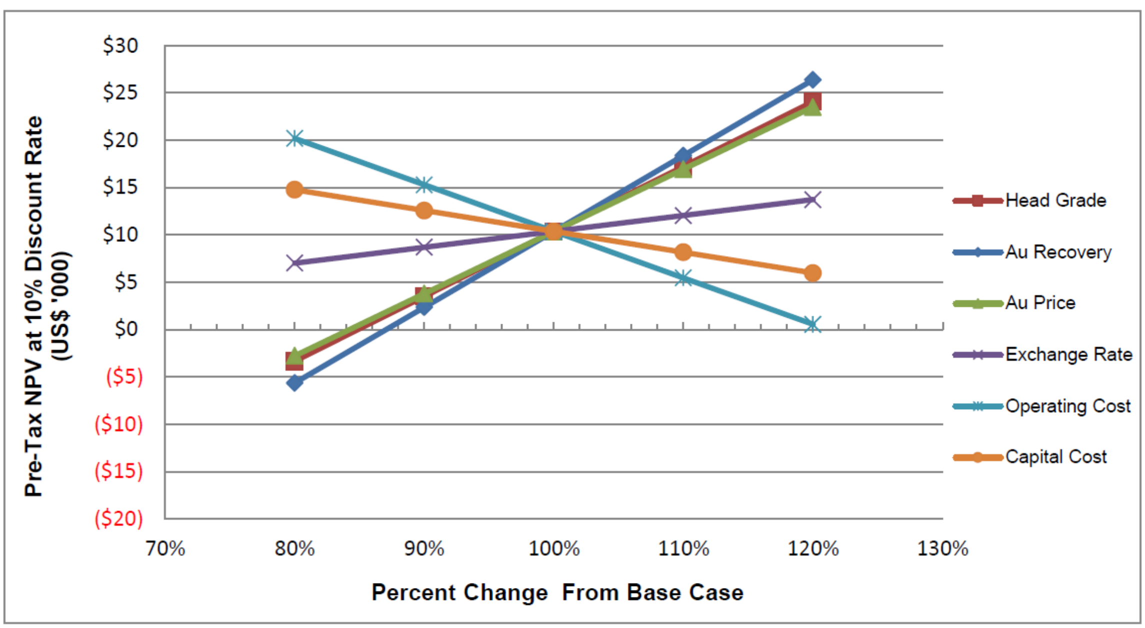


TABLE 1-3 SENSITIVITY ANALYSES
West Kirkland Mining Inc. – TUG Project

Parameter Variables	Units	-20%	-10%	Base	10%	20%
Gold Price	US$/oz	1,220	1,373	1,525	1,678	1,830
Exchange Rate	US$/C$	0.8	0.9	1	1.1	1.2
Head Grade (Gold Only)	g/t	0.70	0.79	0.87	0.96	1.05
Total Cash Cost	$millions	60.42	67.97	75.53	83.08	90.63
Total Capital Cost	$millions	21.19	23.84	26.49	29.14	31.78

Pre-Tax NPV @ 10%	Units	-20%	-10%	Base	10%	20%
Gold Price	$millions	(3)	4	10	17	24
Exchange Rate	$millions	10	10	10	10	10
Head Grade (Gold Only)	$millions	(3)	4	10	17	24
Total Cash Cost	$millions	20	15	10	5	1
PPD Capital Cost	$millions	15	13	10	8	6

Technical Summary

Property Description and Location The TUG property is located in northwestern Utah, USA, approximately 140 km northeast of Elko, Nevada. The property was optioned by WKM from Fronteer Gold Inc. (Fronteer) on December 16, 2010, and WKM can earn up to 60% depending on expenditures.

The TUG property encompasses 50.08 km2 of patented and unpatented lode claims. Surface rights are 100% USA public. Surface rights and mining permits are administered by the Bureau of Land Management (BLM) office in Salt Lake City, Utah. WKM is the owner of 346 unpatented mining claims; 36 WKM-leased unpatented mining claims and 310 claims owned by WKM. WKM leases mineral rights from the State of Utah, and private mineral rights are leased from Lucine Energy and Michael D. Christensen. The property effectively covers the TUG district; with other known deposits and occurrences.

The TUG property is contiguous with the KB property, separated by the Utah-Nevada border. At various times in their history, the two properties were considered as the same project. Based on the option agreement between Fronteer and WKM, the KB and TUG are considered as separate projects.

Existing Infrastructure

There is no existing infrastructure in place at the TUG Project, except for an access road that would need to be upgraded for any potential mining operations.

History

The Long Canyon Trend is recognized as part of the old Tecoma Mining District, and it has seen sporadic exploration for approximately 100 years. More recent exploration includes a drilling program by Noranda Exploration Inc. (Noranda), with a minor exploration program by Phelps Dodge Corporation (Phelps Dodge). Noranda completed 145 drill holes by 1984, when it joined with Western States Mineral Corporation (WSMC), which became the operator. In 1988, Noranda signed all titles and interests to the KB-TUG property to WSMC. WSMC completed a total of 431 drill holes, with 101 drill holes on the KB and 330 drill holes on the TUG. NewWest Gold Corp. (NewWest), formed by WSMC, was assigned titles and rights to the properties until 2007 when Fronteer acquired NewWest. In 2008, Fronteer completed seven drill holes, which indicated that the geological setting was slightly different for the two deposits. As a result, the KB-TUG property was separated into two project areas.

There has been no mining at the Project.

Geology and Mineralization

The TUG Project area is located within the Long Canyon Trend stretching from the northnortheast to the south-southwest. The deposit is located at and near the crest of the TUG anticline, within the Devonian Guilmette Formation, which represents a thick section of continental shelf carbonate rocks and is the oldest sedimentary unit exposed in the TUG Project area. The Guilmette Formation is unconformably overlain by Mississippian and Pennsylvanian sandstone, siltstone, conglomerate, and limestone rocks of the Tripon Pass, Diamond Peak, and Ely formations.

TUG mineralization is hosted in sedimentary rocks and primarily within carbonate protoliths. It appears to be focused along the axis of an anticline at the Tripon or Diamond Peak and Guilmette contact, where it is cut by a low angle structural break. Gold mineralization is approximately five metres to 30 m thick over a plan view area of 1,800 m by 750 m.

Exploration Status

WKM has carried out geological mapping, surface sampling, and compiled and reinterpreted historical geophysical data. In 2011 and 2012, WKM completed 13 diamond drill holes to prepare a Mineral Resource estimate.

Mineral Resources

RPA updated the Mineral Resource estimate for the TUG deposit using drill hole data available as of April 2012 (Table 1-4). RPA Mineral Resources are reported at a $17/t net smelter return (NSR) cut-off value within a preliminary Whittle pit shell.

TABLE 1-4 MINERAL RESOURCE ESTIMATE – APRIL 30, 2013
West Kirkland Mining Inc. – TUG Project

Category/ Zone	Tonnes (Mt)	Gold (g/t)	Silver (g/t)	Gold (000 oz)	Silver (000 oz)
Total Measured	-	-	-	-	
Total Indicated	4.85	0.84	40.4	131	6,303
Total Measured and Indicated	**4.85**	**0.84**	**40.4**	**131**	**6,303**
Total Inferred	4,39	0.79	30.3	111	4,272

Notes:
1. CIM definitions were followed for classification of Mineral Resources.
2. Mineral Resources are estimated using a gold price of US$1,700 per ounce and a silver price of US$29 per ounce.
3. Gold and silver mill recovery factors of 90% and 60%, respectively, were used based on preliminary metallurgical test work.
4. High grade assays are capped at 10 g/t Au and 500 g/t Ag.
5. Tonnage factor for mineralization was 2.55 t/m³.
6. Resources are constrained by a Whittle shell and reported at a $17/t NSR cut-off.
7. Totals may not represent the sum of the parts due to rounding.
8. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

Mineral Reserves

The TUG Project does not have any Mineral Reserves at this time.

Mining Method

The PEA is based on open pit mining with production from a single pit. Pit benches will be five metres high. Mineralized material will be hauled by truck from the pit face to a run of mine (ROM) area near the primary crusher. Haulage distances from the open pit to the crusher area will be only a few hundred metres. Mining will be carried out by a mining contractor.

It is proposed that the mine will operate on a general production schedule of 20 hours per day, six days per week. Production blasts are scheduled to occur five days per week. Mine life would be four years, and the mining rate will average approximately 3.9 million tonnes per year of mineralized material and waste mined.

Table 1-5 summarizes the open pit dimensions.

TABLE 1-5 PIT DESIGN PARAMETERS AND DIMENSIONS SUMMARY
West Kirkland Mining Inc. – TUG Project

Pit Slope (°)	Length (m)	Width (m)	Depth (m)	Pit Bottom Elevation (MAMSL)
48	970	400	105	1,515

Mineral Processing

The mineral processing is proposed to be via heap leaching of minus one quarter inch mineralized material, and gold and silver recovery in a Merrill Crowe plant and refinery. The proposed leach pad is located adjacent to the TUG deposit.

Mineralized material will be delivered to one leach pad via grasshopper conveyors directly from the crushing plant. Immediately before deposition onto the pad, there will be a lime dispensing silo where lime is added to the conveyor stream. Mineralized material will be placed on the pads in lifts that are four to five metres (15 ft) high. After the mineralized material is stacked on the leach pad, the mineralized material will be dozed to provide a flat working surface while a lift is being placed. After stacking, the top will be ripped with a D-9 dozer and drip leach lines will be buried in the ripper trenches.

The leach pad will have a proposed, ultimate stack height of 40m (130 ft) and in the proposed plan of operations it will be expanded to an ultimate capacity of nine million tonnes. Total gold and silver production for the property for years one through four is estimated to be 68,000 oz Au and 857,000 oz Ag.

Gold production will be tracked in the monthly process reporting. Overall gold recovery from the leach pad over the project life is estimated at 58%. Life of Mine (LOM) silver recovery is estimated to be 15%.

Project Infrastructure

The TUG Project primary facilities and infrastructure would include:

- Heap leach pad (HLP), a lined storage area, and solution storage pond, pumping wells, events ponds, diversion ditches, and leak detection, recovery and monitoring systems;
- Diversion channels to divert waters away from the heap leach pad, open pit and rock disposal areas;
- Water well and fresh water supply system to treat and distribute process water, fire water, and potable water;
- Access road and site roads, including the upgrading of the existing 4.83 km (3 mi) access road that runs north from Utah State Route 233;
- Sewage treatment infrastructures, e.g. septic tanks and leach fields;
- Office trailers;
- Merrill Crowe recovery plant;
- Assay laboratory;
- Gold and silver refinery;
- Process control and instrumentation;
- Two-bay truck shop (to be built by the mining contractor);
- Warehouse facility;
- Cold storage and laydown area;
- First aid room;
- Communication and IT systems;
- On-site fuel storage (to be built by mining contractor);
- 7.25 km (4.5 mi) power line, substation, transformers, and on-site distribution lines; and
- Explosive storage magazines and bulk blasting agent storage (to be supplied by a contractor).

Market Studies

The principal commodities to be produced at the TUG mine are gold and silver, which are freely traded, at prices that are widely known, so that prospects for sale of any production are virtually assured. For the Base Case scenario in the economic analysis RPA used a gold price of US$1,525.00/oz and a silver price of US$28.00/oz for the life of mine.

Environmental, Permitting and Social Considerations

The TUG Project is located on three sections of undeveloped fee land in northwestern Utah, adjacent to the Utah/Nevada state line. Because the Project is located on fee land, the majority of these programs are administered at the state level. The Project components that will impact the applicable regulations are:

- Open pit mining and minerals processing that will occur on fee land;
- Access to the property is gained via an established public roadway;
- Water for the Project will be derived from on-site wells;
- Project construction does not require dredge or fill activities in Waters of the United States; and
- Power for the Project will be generated on-site, or delivered via cable buried in an existing public roadway.

Capital and Operating Cost Estimates

Table 1-6 summarizes the capital costs for the TUG Project.

TABLE 1-6 CAPITAL COSTS
West Kirkland Mining Inc. – TUG Project

Capital Cost Category	Totals (US$000)	Pre-production Yr -2 to -1 (US$000)	Sustaining Yr 1 to 4 (US$000)
Direct Capital			
Mining Capital	125	105	20
Processing Capital			
Leach Pad, Ditches, Ponds	4,432	4,162	270
Process/Lab/Infrastructure	4,523	3,995	529
Processing Capital Subtotal	**8,955**	**8,157**	**799**
Infrastructure	4,832	4,632	200
Light Vehicles	385	210	175
Water Wells, Tanks and Water Lines	827	727	100
Direct Capital Subtotal	**15,124**	**13,830**	**1,294**
Indirect Capital			
Basic/Design Engineering - Electrical, Piping, Sanitation, Leach Pad	312	312	-
First Fills/Commissioning	200	200	-
Capital Spares	100	100	-
Bonding	1,700	1,700	-
Environmental/Permitting	401	401	-
CM/QA-QC: Leach Pad, MC, Elec., Water	471	471	-
Duties and Taxes, Freight, Logistics	529	529	-
Owner's Cost	1,252	1,252	-
Indirect Capital Subtotal (approximately 32%)	**4,964**	**4,964**	**-**
Direct + Indirect Subtotal	**20,088**	**18,795**	**1,294**
Contingency @ 25%	4,699	4,699	-
Total Capital	**24,787**	**23,493**	**1,294**

Table 1-7 displays the total estimated direct operating costs for year one through year four. The direct operating costs presented are calculated before inventory adjustments, deferred stripping, and other adjustments.

TABLE 1-7 FORECASTED MINERALIZED MATERIAL OPERATING COSTS
West Kirkland Mining Inc. – TUG Project

Yearly Unit Cost US$/t	Mining Cost US$/t	Process Cost US$/t	G&A Cost US$/t	Project Cost US$/t
Averages	8.92	8.90	1.82	19.64

CONSOLIDATED CAPITALIZATION

The following table sets forth the Company's share capital as at September 30, 2013 on: (a) an actual basis; (b) an as adjusted basis to give effect to the completion of the Minimum Offering; and (c) an as adjusted basis to give effect to the completion of the Maximum Offering. This table should be read in conjunction with the Interim Financial Statements, together with the Interim MD&A which are incorporated by reference in this Prospectus.

	As of September 30, 2013		
	Actual	**As Adjusted for the Offering and the Concurrent Private Placement(1)**	**As Adjusted for the Maximum Offering(3) and the Concurrent Private Placement**
Cash and cash equivalents	$871,597	$24,371,597(3)	$29,071,597(4)
Liabilities:			
Current Liabilities	$356,723	$356,723	$356,723
Reclamation Provisions	$85,084	$85,084	$85,084
Shareholders' Equity:			
Common Shares (Authorized Unlimited)	60,293,336	226,960,003(3)	260,293,336(4)
Warrants	24,814,301(2)	191,480,968(3)	224,814,301(4)
Options	1,980,000(2)	1,980,000	1,980,000
Total Capitalization	$10,874,389	$34,374,389(3)	$39,074,389(4)

Notes:

(1) Closing of the Offering is conditional upon the aggregate gross proceeds from the Offering (which may include exercise of the Over-Allotment Option) together with the gross proceeds of the first tranche of the Concurrent Private Placement being greater than or equal to $25,000,000.

(2) As of the date of this Prospectus, the Company has 1,900,000 options outstanding with exercise prices between $0.22 and $1.15 and no warrants outstanding.

(3) Assuming no exercise of the Over-Allotment Option.

(4) If the Over-Allotment Option is exercised in full, as adjusted cash and cash equivalents will be $33,301,597, as adjusted Common Shares will be 290,293,336, as adjusted Warrants will be 254,814,301 and as adjusted total capitalization will be $43,304,389.

USE OF PROCEEDS

The minimum estimated net proceeds received by the Company from the Offering (assuming no exercise of the Over-Allotment Option) and the Concurrent Private Placement will be $23,200,000 (determined after deducting the Agents' Fee and Finder's Fee of $1,500,000 and estimated expenses of the Offering of $300,000).

The maximum estimated net proceeds received by the Company from the Maximum Offering (assuming no exercise of the Over-Allotment Option) and the Concurrent Private Placement of $8,505,000 will be $28,844,700 (determined after deducting the Agents' Fee of $1,350,000, Finder's Fee of $510,300 and estimated expenses of the Offering of $300,000).

The Company intends to use the net proceeds of the Offering on the Hasbrouck Project as set out in the table below:

	Offering Plus Concurrent Private Placement[(1)]	Maximum Offering Plus Concurrent Private Placement of $8,505,000	Maximum Offering Plus Full Over-Allotment Option Plus Concurrent Private Placement of $8,505,000
Initial Payment of US$19,500,000 to Allied Nevada for the acquisition of the Hasbrouck Project[(2)(3)]	$21,297,900	$21,297,900	$21,297,900
Drilling (for resource in-fill, groundwater characterization, metallurgical samples, condemnation, mining geotechnical)	$Nil	$1,000,000	$1,000,000
Permitting (base-line studies, ground water characterization, water pollution control permit, air permit, Mine Plan of Operations submission to Nevada Department of Environmental Protection and Bureau of Land Management)	$Nil	$700,000	$700,000
Engineering (project configuration to advance permitting, and towards a prefeasibility study)	$Nil	$500,000	$500,000
Exploration in and around the Hasbrouck Project with geological work and drilling, including increased resource confidence and other exploration	$Nil	$1,000,000	$1,000,000
Working capital	$1,902,100	$4,346,800	$7,519,300
Total use of net proceeds	**$23,200,000**	**$28,844,700**	**$32,017,200**

Notes:

(1) Closing of the Offering is conditional upon the aggregate gross proceeds from the Offering (which may include the exercise of the Over-Allotment Option) together with the gross proceeds of the first tranche of the Concurrent Private Placement being greater than or equal to $25,000,000.

(2) Assumes an exchange rate of US$1.00 equals $1.0922 which is the noon exchange rate on April 8, 2014 as reported by the Bank of Canada.

(3) For a description of the Hasbrouck Project, see "Recent Developments – Planned Acquisition of Hasbrouck Project" and "The Hasbrouck Project".

Although the Company intends to use the net proceeds from the Offering and the Concurrent Private Placement as set forth above, the actual allocation of the net proceeds may vary from those allocations set out above, depending on future developments in the Company's mineral properties or unforeseen events. The Company intends to make the Initial Payment contemporaneously with or shortly following the closing of the Offering and the Concurrent Private Placement at which time it will acquire a 75% interest in the Hasbrouck Project. Potential investors are cautioned that, notwithstanding the Company's current intentions regarding the use of the net proceeds of the Offering and the Concurrent Private Placement (including the acquisition of the Hasbrouck Project), there may be circumstances where a reallocation of the net proceeds may be advisable for reasons that management believes, in its discretion, are in the Company's best interests. See "Risk Factors - Risks Relating to the Units and the Offering".

Pending their use, the Company intends to invest the net proceeds of the Offering in short term investment grade instruments including, but not limited to, demand deposits, banker's acceptances, interest bearing corporate, government issued and/or government guaranteed securities and term deposits held with major Canadian financial institutions. The Company's Chief Executive Officer, Chief Financial Officer and board of directors are responsible for the investment and supervision of unallocated funds.

The following are the business objectives that the Company expects to accomplish using the net proceeds from the Minimum Offering (assuming the Over-Allotment Option is exercised in full) and the significant events that must occur for such objectives to be accomplished:

(i) To complete the acquisition of a 75% interest in the Hasbrouck Project. On the closing of the Hasbrouck Transaction, the Hasbrouck Project will be the main asset of the Company and will transition the Company from being solely exploration to exploration and development.

(ii) Advance the Hasbrouck Project through drilling required for engineering work and studies of the project. Funds will be used for permitting and engineering work to achieve a mine plan of operation.

The following are the business objectives that the Company expects to accomplish using the net proceeds from the Maximum Offering (whether or not the Over-Allotment Option is exercised) and the significant events that must occur for such objectives to be accomplished:

(i) To complete the acquisition of a 75% interest in the Hasbrouck Project. On the closing of the Hasbrouck Transaction, the Hasbrouck Project will be the main asset of the Company and will transition the Company from primarily exploration to having a greater degree of focus on engineering and permitting.

(ii) Advance the Hasbrouck Project with the goal of completing engineering and permitting work to a level for a permit application and a construction decision. Funds will be used for permitting and engineering work to achieve a mine plan of operation.

(iii) To explore in and around the Hasbrouck Project with geological work and drilling, including increased resource confidence and other exploration.

(iv) To submit a Mine Plan of Operation to Bureau of Land Management and the Nevada Department of Environmental Protection to commence the permitting process which the Company believes will result in a Record of Decision allowing mine construction and operation.

(v) To define the project configuration, including all appropriate trade-offs, which is a necessary precursor to a feasibility study which in turn is required for final project definition, economic evaluation, and construction financing.

(vi) Complete a Prefeasibility Study.

The Company has no history of revenues from its operating activities. During the fiscal year ended December 31, 2012 and the nine-month period ended September 30, 2013, the Company had negative cash flow from operating activities. The Company's cash and cash equivalents as at December 31, 2012 was approximately $174,000 and as at September 30, 2013 was approximately $872,000. From September 30, 2013 to December 31, 2013, the Company has had an average monthly cash expenditure rate of approximately $102,000 per month, and expects such rate to remain the same in immediate future periods. From September 30, 2013 to December 31, 2013, the Company wrote down existing mineral properties it held totaling $2.45 million in a non-cash transaction. These writedowns are on non-core Fronteer properties where the Company has allowed its right to explore to lapse in the fourth quarter ($917,000), while in the case of the Bullion Mountain property the Company has decided post year end that will likely not explore further ($1,533,000). The Company anticipates it will continue to have negative cash flow from operating activities in future periods until commercial production is achieved at its resource properties. See "Risk Factors – Negative Operating Cash Flows".

DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED

The Company is authorized to issue an unlimited number of Common Shares without par value of which 73,193,336 Common Shares were issued and outstanding as at the date hereof.

Common Shares

Each Common Share is equal to every other Common Share and all Common Shares participate equally on liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or on any other distribution of assets of the Company for the purpose of winding up the affairs of the Company after it has paid out its liabilities. The shareholders are entitled to one vote for each Common Share held and are entitled to receive *pro rata* dividends as may be declared by the board of directors out of funds legally available therefor and to receive pro rata the remaining property of the Company upon dissolution. No Common Shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights, and no provisions for redemption, purchase or cancellation, surrender, sinking fund or purchase fund. Provisions as to the creation, modification, amendment or variation of such rights or such provisions are contained in the *Business Corporations Act* (British Columbia).

Warrants

The Warrants will be issued under a warrant indenture (the "**Warrant Indenture**") to be entered into between the Company and Computershare Trust Company of Canada (the "**Warrant Agent**") as of the Closing Date. Each Warrant will be transferable and will entitle the holder (each, a "**Warrantholder**") to purchase one Warrant Share at a price of $0.30 at any time up to 5:00 p.m. (Vancouver time) on the date which is five years from the Closing Date, after which time the Warrants will expire. The Company will appoint the principal transfer offices of the Warrant Agent in Vancouver, British Columbia and Toronto, Ontario as locations at which the Warrants may be surrendered for exercise, transfer or exchange. Under the Warrant Indenture, the Company may from time to time, subject to applicable law, purchase, by invitation for tender, in the open market, by private contract on any stock exchange or otherwise, any of the Warrants then outstanding, and any Warrants so purchased will be cancelled.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

(a) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of a stock dividend or other distribution (other than a "dividend paid in the ordinary course", as defined in the Warrant Indenture, or a distribution of Common Shares upon the exercise of any outstanding warrants or options);

(b) the subdivision, redivision or change of the Common Shares into a greater number of shares;

(c) the consolidation, reduction or combination of the Common Shares into a lesser number of shares;

(d) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price", as defined in the Warrant Indenture, for the Common Shares on such record date; or

(e) the issuance or distribution to all or substantially all of the holders of the Common Shares of securities of the Company including rights, options or warrants to acquire shares of any class or securities exchangeable or convertible into any such shares or property or assets and including evidences of indebtedness, or any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

(a) reclassification, redesignation or other change of the Common Shares;

(b) consolidations, amalgamations, arrangements or mergers of the Company with or into any other corporation or other entity (other than consolidations, amalgamations, arrangements or mergers which do not result in any reclassification of the outstanding Common Shares or a change of the Common Shares into other shares); or

(c) the transfer, sale or conveyance of the undertaking or assets of the Company in their entirety or substantially in their entirety to another corporation or other entity in which the holders of Common Shares are entitled to receive shares, other securities or other property.

No adjustment in the exercise price or the number of Warrant Shares issuable upon exercise of the Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price or a change in the number of Common Shares purchasable upon exercise by at least one one-hundredth of a Common Share, as the case may be.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to Warrantholders of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least ten business days prior to the record date or effective date, as the case may be, of such event.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Warrantholders will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

The Warrant Indenture will provide that, from time to time, the Company and the Warrant Agent, without the consent of the Warrantholders, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not prejudice the rights of any Warrantholder. Any amendment or supplement to the Warrant Indenture that would prejudice the interests of the Warrantholders may only be made by “extraordinary resolution”, which will be defined in the Warrant Indenture as a resolution either (1) passed at a meeting of the Warrantholders at which there are Warrantholders present in person or represented by proxy representing at least 25% of the aggregate number of the then outstanding Warrants (unless such meeting is adjourned to a prescribed later date due to a lack of quorum, at which adjourned meeting the Warrantholders present in person or by proxy shall form a quorum) and passed by the affirmative vote of Warrantholders representing not less than 66⅔% of the aggregate number of all the then outstanding Warrants represented at the meeting and voted on the poll upon such resolution, or (2) adopted by an instrument in writing signed by the Warrantholders representing not less than 66⅔% of the aggregate number of all the then outstanding Warrants.

The Warrants have not been and will not be registered under the U.S. Securities Act and may not be exercised in the United States or by, or for the account or benefit of, a U.S. person unless an exception is available from such registration requirements is available and the holder has provided the Company a legal opinion, which must be satisfactory to the Company, to such effect.

The foregoing summary of certain provisions of the Warrant Indenture does not purport to be complete and is qualified in its entirety by reference to the provisions of the Warrant Indenture in the form to be agreed upon by the parties. Reference is made to the Warrant Indenture for the full text of the attributes of the Warrants which will be filed by the Company under its corporate profile at www.sedar.com following the closing of the Offering.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Company has appointed the Agents to offer for sale to the public on a “best efforts” agency basis without underwriter liability, and the Company has agreed to issue and sell, up to 110,000,000 Units in the case of the Minimum Offering and up to 150,000,000 Units in the case of the Maximum Offering for aggregate gross proceeds of $16,500,000 and up to $22,500,000, respectively, payable in cash to the Company against delivery of the Units, subject to compliance with all necessary legal requirements and the terms and conditions of the Agency Agreement. Each Unit will consist of one Unit Share and one Warrant. Each Warrant will entitle the holder to acquire one Warrant Share at a price of $0.30 per Warrant Share for a period of five years following the Closing Date. The Warrants will be created and issued pursuant to the terms of the Warrant Indenture to be entered into on the Closing Date between the Company and the Warrant Agent. The Offering Price was determined by arm’s length negotiation between the Company and the Co-Lead Agents, on behalf of the Agents, in the context of the market.

The obligations of the Agents under the Agency Agreement may be terminated at the Agents’ discretion on the basis of “disaster out”, “material change out”, “market out”, “due diligence out”, “breach out” and may also be terminated upon the occurrence of certain stated events. The Agents are not obligated, directly or indirectly, to advance their own funds to purchase any of the Units and while the Agents have agreed to use their best efforts to sell the Units offered under this Prospectus, the Agents will not be obligated to purchase any of the Units which are not sold.

The Company has granted to the Agents the Over-Allotment Option to acquire up to 16,500,000 Over-Allotment Units in the case of the Minimum Offering and up to 22,500,000 Over-Allotment Units in the case of the Maximum Offering, at the Offering Price to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option is exercisable in whole or in part in the sole discretion of the Agents at any time up to 30 days from and including the Closing Date and may be exercisable by the Agents: (i) to acquire Over-Allotment Units at the Offering Price, (ii) to acquire Over-Allotment Warrants at a price of $0.013 per Over-Allotment Warrant, or (iii) to acquire any combination of Over-Allotment Units or Over-Allotment Warrants so long as the aggregate number of Over-Allotment Shares and Over-Allotment Warrants that may be issued under such Over-Allotment Option does not exceed 16,500,000 Over-Allotment

Shares and 16,500,000 Over-Allotment Warrants in the case of the Minimum Offering or 22,500,000 Over-Allotment Shares and 22,500,000 Over-Allotment Warrants in the case of the Maximum Offering. For certainty, the number of Over-Allotment Shares and Over-Allotment Warrants issued in connection with the exercise of the Over-Allotment Option shall not exceed 15% of the number of Unit Shares and Warrants issued pursuant to the Offering. If the Over-Allotment Option in the case of the Minimum Offering is exercised in full, the total price to the public, Agents' Fee and Net Proceeds to the Company will be $18,975,000, $1,138,500 and $17,836,500, respectively. If the Over-Allotment Option in the case of the Maximum Offering is exercised in full, the total price to the public, Agents' Fee and Net Proceeds to the Company will be $25,875,000, $1,552,500 and $24,322,500, respectively. A purchaser who acquires any securities forming part of the Agents' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, Over-Allotment Shares and Over-Allotment Warrants issuable upon any exercise of the Over-Allotment Option.

Pursuant to the Agency Agreement, the Company has agreed to pay to the Agents, the Agents' Fee which is equal to 6.0% of the gross proceeds of the Offering (including on any exercise of the Over-Allotment Option) and has agreed to pay certain fees and expenses of the Agents in connection with the Offering. The Agency Agreement also provides that the Company will indemnify the Agents and their directors, officers, agents, shareholders, employees, affiliates and partners against certain liabilities and expenses.

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved by the Agents to close the subscription books at any time without notice. Provided the gross proceeds of the Offering (which may include the exercise of the Over-Allotment Option) together with the gross proceeds of the first tranche of the Concurrent Private Placement is greater than or equal to $25,000,000, closing of the Offering is expected to take place on or about April 17, 2014 or such other date as may be agreed between the Company and the Agents. The closing of the Offering will be conditional on all of the conditions precedent to the Hasbrouck Transaction being satisfied or waived by the parties thereto (other than payment by the Company of the Initial Payment), prior to or contemporaneously with the closing of the Offering. The Company has covenanted to make the Initial Payment and complete the acquisition of the 75% interest in the Hasbrouck Project contemporaneous with or shortly following the closing of the Offering.

The Units distributed under this Prospectus will be delivered under the book based system through CDS or its nominee and will be deposited in electronic form with CDS on the Closing Date. Purchasers of Units will receive only a customer confirmation from the Agents or other registered dealer who is a CDS Participant and from or through whom a beneficial interest in the Units is purchased. Notwithstanding the foregoing, any Units sold in the United States or to, or for the account or benefit of U.S. persons will be represented by individual certificates and will not be issued or deposited with CDS.

The Agents, pending closing of the Offering, will hold all subscription funds received in trust subject to and pursuant to the provisions of the Agency Agreement. If the aggregate gross proceeds from the Offering (which may include the exercise of the Over-Allotment Option) and the first tranche of the Concurrent Private Placement is not greater than or equal to $25,000,000 and/or the Closing Date does not occur within ninety (90) days from the date a receipt is issued for the (final) short form prospectus (or such later date as the securities regulatory authorities may permit), the Offering will be discontinued and all subscription funds received in connection with the Offering will be returned to subscribers without interest, set-off or deduction.

The Agents propose to offer the Units to the public initially at the Offering Price. If all of the Units are not sold at the Offering Price, the Agents may change the Offering Price to an amount not greater than the Offering Price, and the compensation realized by the Agents shall be decreased by the amount that the aggregate price paid by the purchasers for the Units is less than the gross proceeds paid by the Agents to the Company.

Some of the Agents and/or their affiliates have in the past engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company for which they have received, and would expect to receive, customary fees and commissions.

In Canada, the Units are expected to be offered in each of the Provinces of Canada except Québec. The Units are expected to be offered for sale in the United States under certain exemptions from the registration requirements of the U.S. Securities Act and in certain other jurisdictions.

The Common Shares are listed for trading on the TSXV under the trading symbol "WKM". The TSXV has conditionally approved the listing of the Unit Shares, the Warrants and the Warrant Shares (including for certainty those issuable on exercise of the Over-Allotment Option). Listing on the TSXV will be subject to the Company fulfilling all of the requirements of the TSXV on or before the Closing Date. **There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants which form part of the Units purchased under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".**

No Sales of Similar Securities

Except as contemplated by the Agency Agreement, the Company has agreed not to issue any common shares or financial instruments convertible or exercisable into common shares on a public or private placement basis in an agency or underwritten offering or otherwise except (i) in conjunction with the grant or exercise of directors', officers', consultants' or employee stock options, or (ii) to satisfy existing convertible instruments issued at the date hereof, until the date which is 120 days following the Closing Date without the prior consent of the Co-Lead Agents, on behalf of the Agents, such consent not to be unreasonably withheld. In addition, the Company agrees not to sell, transfer, dispose of, monetize or otherwise transfer any economic interest in any of its subsidiaries or business divisions until the date which is 120 days following the Closing Date unless the Company has received the prior written consent of the Co-Lead Agents, on behalf of the Agents, such consent not to be unreasonably withheld.

The Company's officers and directors will enter into agreements providing that, subject to certain exceptions, for a period of 120 days from the Closing Date, each will not, directly or indirectly, offer, sell, contract to sell, grant any option to purchase, make any short sale, or otherwise dispose of, or transfer, or announce any intention to do so, any common shares of the Company, whether owned directly or indirectly, or under their control or direction, or with respect to which each has beneficial ownership, or enter into any transaction or arrangement that has the effect of transferring, in whole or in part, any of the economic consequences of ownership of common shares of the Company, whether such transaction is settled by the delivery of common shares of the Company, other securities, cash or otherwise other than pursuant to a take-over bid or any other similar transaction made generally to all of the shareholders of the Company.

Price Stabilization, Short Positions

Pursuant to rules and policy statements of certain Canadian securities regulators, the Agents may not, throughout the period of distribution under this Prospectus, bid for or purchase Common Shares or Warrants for their own account or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions, provided that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares or Warrants. These exceptions include: (a) a bid for or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada, (b) a bid or purchase on behalf of a client, other than certain prescribed clients, provided that the client's order was not solicited by an Agent, or if the client's order was solicited, the solicitation occurred before the period of distribution as prescribed by the rules, and (c) a bid or purchase to cover a short position entered into prior to the period of distribution as prescribed by the rules. The Agents may engage in market stabilization or market balancing activities where the bid for or purchase of the Common Shares or Warrants is for the purpose of maintaining a fair and orderly market in the Common Shares or Warrants, subject to price limitations applicable to such bids or purchases. Such activities may include stabilizing transactions, short sales, syndicate covering transactions and penalty bids. These transactions may have the effect of raising or maintaining the market price of the Common Shares or the Warrants or preventing or retarding a decline in their market price. As a result, the price of the Common Shares or the Warrants may be higher than the price that might otherwise exist in the open market. These transactions, if commenced, may be discontinued at any time.

United States

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States (as defined in Regulation S under the U.S. Securities Act).

The Units have not been and will not be registered under the U.S. Securities Act or any state securities laws, and, accordingly, may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or in transactions exempt from such registration requirements. The Agency Agreement permits the Agents, through certain U.S. broker dealer affiliates, to offer the Units for sale in the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the U.S. Securities Act) to (a) by the Company to institutional "accredited investors", within the meaning of Rule 501(a)(1),(2),(3) or (7) of Regulation D under the U.S. Securities Act ("**Regulation D**"), provided such offers and sales are made in accordance with Rule 506(b) of Regulation D and similar exemptions under applicable state securities laws, or (b) by the Agents, as principals to “qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act (“**Rule 144A**”), provided such offers and sales are made in accordance with Rule 144A and similar exemptions under applicable state securities laws. Moreover, the Agency Agreement provides that the Agents will otherwise offer and sell the Units outside the United States only in accordance with Rule 903 of Regulation S under the U.S. Securities Act.

The Warrants have not been and will not be registered under the U.S. Securities Act and may not be exercised in the United States or by, or for the account or benefit of, a U.S. person unless an exception is available from such registration requirements is available and the holder has provided the Company a legal opinion, which must be satisfactory to the Company, to such effect; provided, however, that an original U.S, purchaser in the Company’s U.S. private placement of the Units will not be required to deliver a legal opinion if it is exercising the Warrants on its own behalf or on behalf of the original beneficial purchaser, if any, at a time when it and such beneficial purchaser (if any), is an institutional “accredited investor”, within the meaning of Rule 501(a)(1),(2),(3) or (7) of Regulation D.

In addition, until 40 days after the commencement of the Offering, any offer or sale of the Units within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements of the U.S. Securities Act.

At the discretion of the Agents, certain of the Units may be offered to investors outside Canada and the United States, and not to or for the account or benefit of U.S. persons, although in such circumstances, any such offering will only be made on the basis set out in the Agency Agreement.

United Kingdom

In the United Kingdom this Prospectus is being distributed only to, and is directed only at, investors who (i) have professional experience in matters relating to investments falling within Article 19(5) of the United Kingdom’s Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the “**Order**”), or (ii) high net worth entities, and other person to whom it may be lawfully communicated, falling within Article 49(2)(a) to (d) of the Order (each such person being referred to as a “**Relevant Person**” and collectively referred to as “**Relevant Persons**”).

This Prospectus has not been approved by an authorized person for the purpose of the Financial Conduct Authority Handbook or the Financial Services and Markets Act 2000. Any investment to which this Prospectus relates is available in the United Kingdom only to (and any investment activity to which it relates will be engaged only with) Relevant Persons. This Prospectus is confidential and directed in the United Kingdom only at Relevant Persons and persons who are not Relevant Persons should not take any action based upon this document and should not rely on it. Each purchaser of Units resident in the United Kingdom will be deemed to have represented to the Company and the Agents, and acknowledges that each of the Company and the Agents are relying on such representation, that such purchaser is a Relevant Person.

European Economic Area

This Prospectus is not, and under no circumstances is it to be construed as, an advertisement or a public offering of the Units in any member state of the European Economic Area which has implemented the Prospectus Directive (each a “**Relevant Member State**”). No securities commission or similar competent authority in any such Relevant Member State has reviewed or in any ways passed on the merits of the Units described in this Prospectus.

This Prospectus is only addressed to and directed at, and the offering of Units will only be addressed to and directed at, persons in Relevant Member States who are “qualified investors” within the meaning of Article 2(1)(e) of the Prospectus Directive. Each purchaser of Units resident in a Relevant Member State will be deemed to have represented to the Company and the Agents, and acknowledges that each of the Company and the Agents are relying on such representation, that such purchaser is a “qualified investor” within the meaning of Article 2(1)(e) of the Prospectus Directive. For the purposes of this section, the expression “Prospectus Directive” means Directive 2003/71/EC (including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State, and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

Concurrent Private Placement

Concurrent with the closing of the Offering, the Company intends to complete the Concurrent Private Placement of a maximum of 56,700,000 Placement Units of the Company at a price of $0.15 per Placement Unit, with each Placement Unit consisting of one Placement Share and one Placement Warrant. Each Placement Warrant shall entitle the holder thereof to purchase one Placement Warrant Share at a price of $0.30 at any time up to 5:00 p.m. (Vancouver time) on the date which is five years from the Closing Date. The Placement Warrants will be created and issued pursuant to the terms of the Warrant Indenture. A finder's fee equal to 6% will be paid in connection with the Concurrent Private Placement. The finder will be entitled to a minimum allocation of 34,000,000 Placement Units for subscription by the finder and clients of the finder. This Prospectus does not qualify the distribution of the Placement Units issuable pursuant to the Concurrent Private Placement. The Concurrent Private Placement may close in tranches with the first tranche expected to close on the Closing Date. The Placement Units issued pursuant to the Concurrent Private Placement will be subject to a statutory hold period of four months plus one day from the date the Placement Units are issued. The Concurrent Private Placement is subject to a number of conditions including the condition that the aggregate gross proceeds from the Offering (which may include the exercise of the Over-Allotment Option) together with the gross proceeds of the first tranche of the Concurrent Private Placement is greater than or equal to $25,000,000, as well as completion of definitive documentation, and the approval of the TSXV. The TSXV has conditionally approved the listing of the Placement Shares and Placement Warrants. Listing of such securities is subject to the Company fulfilling all of the requirements of the TSXV.

PRIOR SALES

During the 12 months preceding the date of this Prospectus, the Company has issued the following securities at the following prices:

Class of Security	Date of Issuance	Number of Common Shares	Issuance Prices
			($)
Common Shares	January 31, 2014(1)	5,400,000	0.10
Common Shares	January 29, 2014(1)	6,500,000	0.10
Common Shares	November 5, 2013(2)	1,000,000	0.11
Options	March 6, 2013	500,000(3)	0.22

Note:
(1) Issued pursuant to the non-brokered private placement that closed in two tranches on the dates of January 29, 2014 and January 31, 2014.
(2) Issued pursuant to the Amending Letter Agreement dated October 25, 2013, with Rubicon Minerals Corporation.
(3) Each option is exercisable for one Common Share.

TRADING PRICE AND VOLUME

The Common Shares are listed for trading on the TSXV under the trading symbol "WKM". The following tables set forth information relating to the trading of the Common Shares on the TSXV for the periods indicated.

Period	High	Low	Volume
	($)	($)	
April 1- 8, 2014	0.23	0.17	316,000
March, 2014	0.29	0.19	1,581,890
February 2014	0.26	0.105	1,692,726
January 2014	0.125	0.05	4,168,804
December 2013	0.115	0.045	1,630,694
November 2013	0.16	0.11	153,027
October 2013	0.135	0.09	167,976
September 2013	0.155	0.11	276,100
August 2013	0.20	0.125	65,500
July 2013	0.13	0.07	842,159
June 2013	0.155	0.12	580,878
May 2013	0.225	0.135	237,248
April 2013	0.245	0.16	520,047

Period	High	Low	Volume
	($)	($)	
March 2013	0.27	0.19	326,168

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Gowling Lafleur Henderson LLP, counsel to the Company, the following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations under the Tax Act and the Regulations generally applicable to a holder (a "**Holder**") who acquires Unit Shares and Warrant Shares (hereinafter sometimes collectively referred to as the "**Shares**") and Warrants as beneficial owner and who, at all relevant times, for the purposes of the Tax Act: (i) deals at arm's length with the Company and is not affiliated with the Company; (ii) will acquire and hold the Shares and Warrants as capital property within the meaning of the Tax Act; (iii) is not a "financial institution" for purposes of the mark-to-market property rules contained in the Tax Act or a "specified financial institution" as defined in the Tax Act; and (iv) does not report its "Canadian tax results" in a currency other than Canadian currency. This summary is not applicable to a Holder: (a) an interest in which would be a "tax shelter investment" under the Tax Act; (b) that is a corporation resident in Canada for purposes of the Tax Act that is, or becomes, as part of a transaction or event or series of transactions or events that include the acquisition of Units, controlled by a non-resident corporation for the purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act; or (c) that has or will enter into a "derivative forward agreement" (as defined in the Tax Act) with respect to the Units. Such Holders should consult their own tax advisors with respect to an investment in Units.

Generally, the Shares and Warrants will be considered to be capital property to a Holder unless the Holder holds or uses such securities or is deemed to hold or use such securities in the course of carrying on a business of trading or dealing in securities or has acquired them or been deemed to have acquired them in one or more transactions considered to be an adventure in the nature of trade.

This summary is based upon the current provisions of the Tax Act and the Regulations in force as of the date hereof, the current provisions of the *Canada-United States Income Tax Convention* (1980) (the "**Canada-U.S. Tax Convention**") and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**"). This summary does not anticipate or take into account any changes in law or in the administrative policies or assessing practices of the CRA, whether by legislative, governmental or judicial decision or action, except only the specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"). This summary assumes that the Tax Proposals will be enacted in the form proposed. This summary does not take into account provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed herein. No assurances can be given that the Tax Proposals will be enacted as proposed or at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units. The following summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or income tax advice to any particular Holder. Holders should consult their own income tax advisors with respect to the tax consequences applicable to them based on their own particular circumstances.

Allocation of Offering Price

The Holder's cost of Units must be allocated on a reasonable basis between the Unit Shares and the Warrants comprising those Units to determine the cost of each for purposes of the Tax Act. For its purposes, the Company intends to allocate $0.137 of the Offering Price as the consideration for the issue of the Unit Share included in that Unit and $0.013 of the Offering Price as consideration for the issue of the Warrant included in that Unit. Although the Company believes that its allocation is reasonable, it is not binding on the CRA or the Holder. The Holder's adjusted cost base of the Unit Share included in each Unit will be determined by averaging the cost allocated to such Unit Shares with the adjusted cost base to the Holder of all Common Shares owned by the Holder as capital property immediately prior to the acquisition of Units.

Exercise of Warrants

No gain or loss will be realized by a Holder upon the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the Holder's adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging such cost with the adjusted cost base to the Holder of all Common Shares owned by the Holder as capital property at that time.

Residents of Canada

This portion of the summary is generally applicable to a Holder (a "**Resident Holder**") who, for the purposes of the Tax Act, is resident or deemed to be resident in Canada at all relevant times. Certain Resident Holders whose Shares might not otherwise constitute capital property may be entitled in certain circumstances to make the irrevocable election provided by subsection 39(4) of the Tax Act to have the Shares and every other "Canadian security" (as defined by the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. This election does not apply to the Warrants. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and or advisable in their particular circumstances.

Taxation of Dividends Received by Resident Holders

In the case of a Resident Holder that is an individual (including certain trusts), dividends received or deemed to be received on the Shares will be included in the Resident Holder's income for purposes of the Tax Act and be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by an individual from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit for "eligible dividends" (as defined in the Tax Act) properly designated as such by the Company.

In the case of a Resident Holder that is a corporation, dividends received or deemed to be received on the Shares will be included in the Resident Holder's income and will normally be deductible in computing such Resident Holder's taxable income.

A Resident Holder that is a "private corporation" or "subject corporation" (as such terms are defined in the Tax Act) may be liable to pay a $33^1/_3$% refundable tax under Part IV of the Tax Act on dividends received or deemed to be received on the Shares to the extent that such dividends are deductible in computing the Resident Holder's taxable income for the year. This refundable tax generally will be refunded to a corporate Resident Holder at the rate of $1 for every $3 of taxable dividends paid while it is a private corporation.

Expiry of Warrants

The expiry of an unexercised Warrant will generally result in a capital loss to the Resident Holder equal to the adjusted cost base of the Warrant to the Resident Holder immediately before its expiry. See the discussion below under the heading "Disposition of Shares and Warrants".

Disposition of Shares and Warrants

A Resident Holder who disposes of, or is deemed to have disposed of, a Share or a Warrant (other than on the exercise of the Warrant and other than a disposition to the Company, unless purchased by the Company in the open market in the manner in which shares are normally purchased by any member of the public in the open market) generally will realize a capital gain (or incur a capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base of such Share or Warrant to the Resident Holder immediately before the disposition. The tax treatment of capital gains and capital losses is discussed below under the heading "*Taxation of Capital Gains and Losses*".

Taxation of Capital Gains and Losses

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Resident Holder must be included in the Resident Holder's income for the taxation year in which the disposition occurs. Subject to and in accordance with the provisions of the Tax Act, one-half of any capital loss incurred by a Resident Holder (an "**allowable capital loss**") generally may be deducted against any taxable capital gains realized by the Resident Holder in the taxation year in which the disposition occurs. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition generally may be deducted against net taxable gains realized by the Resident Holder in the three preceding taxation years or in any subsequent year in the circumstances and to the extent provided in the Tax Act.

A capital loss realized on the disposition or deemed disposition of a Share by a Resident Holder that is a corporation may in certain circumstances be reduced by the amount of dividends which have been previously received or deemed to have been received by the Resident Holder on the Share. Similar rules may apply where a corporation is, directly or indirectly through a trust or partnership, a member of a partnership or a beneficiary of a trust that owns Shares. A Resident Holder to which these rules may be relevant is urged to consult its own tax advisor.

A Resident Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) throughout the relevant taxation year may be liable to pay an additional refundable tax of $6^{2}/_{3}$% on its "aggregate investment income" (as defined in the Tax Act) for the year, which is defined to include an amount in respect of taxable capital gains.

Minimum Tax

Capital gains realized and dividends received by a Resident Holder that is an individual or a trust, other than certain specified trusts, may give rise to minimum tax under the Tax Act. Resident Holders should consult their own tax advisors with respect to the application of minimum tax.

Non-Residents of Canada

This portion of the summary is generally applicable to a Holder (a "**Non-Resident Holder**"), who, for purposes of the Tax Act and at all relevant times, is neither resident nor deemed to be resident in Canada and does not use or hold, and will not be deemed to use or hold, Shares or Warrants in a business carried on in Canada. The term "**US Holder**," for the purposes of this summary, means a Non-Resident Holder who, for purposes of the Canada-U.S. Tax Convention, is at all relevant times a resident of the United States and is a "qualifying person" within the meaning of the Canada-U.S. Tax Convention. In some circumstances, persons deriving amounts through fiscally transparent entities (including limited liability companies) may be entitled to benefits under the Canada-U.S. Tax Convention. US Holders are urged to consult with their own tax advisors to determine their entitlement to benefits under the Canada-U.S. Tax Convention based on their particular circumstances.

Special considerations, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer that carries on an insurance business in Canada and elsewhere. This summary does not apply to a Non-Resident Holder that is subject to the proposed "treaty shopping" rule proposed in the 2014 Canadian federal budget released on February 11, 2014. Such Holders should consult their own advisers.

Taxation of Dividends

Under the Tax Act, dividends paid or credited, or deemed to be paid or credited, to a Non-Resident Holder on the Shares will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividend, subject to reduction pursuant to the terms of an applicable income tax treaty or convention. Under the Canada-U.S. Tax Convention, a US Holder will generally be subject to Canadian withholding tax at a rate of 15% of the gross amount of such dividends. This rate is reduced to 5% in the case of a US Holder that is the beneficial owner of the dividends and that is a company that owns beneficially at least 10% of the voting stock of the Company. Under the Canada-U.S. Tax Convention, dividends may be exempt from such Canadian withholding tax if paid to certain US Holders that are qualifying religious, scientific, literary, educational or charitable tax-exempt organizations or qualifying trusts, companies, organizations or arrangements operated exclusively to administer or provide pension, retirement or employee benefits or benefits for the self-employed under one or more funds or plans established to provide pension or retirement benefits or other employee benefits that are exempt from tax in the United States and that have complied with specific administrative procedures.

Disposition of Shares and Warrants

Generally, a Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition of Shares or Warrants, unless the Shares or Warrants, as the case may be, constitute "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Holder at the time of the disposition and the Shares or Warrants do not constitute "treaty-protected property" to the Non-Resident Holder pursuant to an applicable income tax treaty or convention.

Generally, as long as the Shares are then listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSXV), the Shares and Warrants will not constitute taxable Canadian property to a Non-Resident Holder, unless at any time during the 60-month period immediately preceding the disposition of the Shares or Warrants the following two conditions are met concurrently: (a) the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm's length, or the Non-Resident Holder together with all such persons, owned or was considered to own 25% or more of the issued shares of any class or series of shares of the capital stock of the Company, and (b) more than 50% of the fair market value of the Shares was derived directly or indirectly, from one or any combination of real or immovable property situated in Canada, "Canadian resource properties", "timber resource properties" (each as defined in the Tax Act), and options in respect of or interests in, or for civil law rights in, any such properties (whether or not such property exists). Pursuant to Tax Proposals released on July 12, 2013, the ownership test will include shares held by a partnership in which the Non-Resident Holder or any non-arm's length person holds a membership interest (either directly or indirectly through one or more partnerships).

Even if the Shares or Warrants are taxable Canadian property to a Non-Resident Holder, any capital gain realized on the disposition or deemed disposition of such Shares or Warrants may not be subject to tax under the Tax Act pursuant to the terms of an applicable income tax treaty or convention. In the case of a US Holder, the Shares and Warrants of such US Holder will generally constitute "treaty-protected property" for purposes of the Tax Act unless the value of the Shares is derived principally from real property situated in Canada. For this purpose "real property" has the meaning that term has under the laws of Canada and includes any option or similar right in respect thereof and usufruct of real property, rights to explore for or to exploit mineral deposits, sources and other natural resources and rights to amounts computed by reference to the amount or value of production from such resources.

A Non-Resident Holder's capital gain (or capital loss) in respect of Shares or Warrants that constitute taxable Canadian property and that are not "treaty-protected property" as defined for purposes of the Tax Act will generally be computed in the manner described above under the heading "Residents of Canada - Disposition of Shares and Warrants".

Non-Resident Holders whose Shares or Warrants may be taxable Canadian property should consult their own tax advisors.

RISK FACTORS

An investment in the Units involves a high degree of risk and must be considered a highly speculative investment due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity or quality to return a profit from production.

Prospective purchasers of the Units should carefully consider the risk factors set out below, as well as the information included or incorporated by reference in this Prospectus, before making an investment decision to purchase the Units. Specific reference is made to the sections titled "Risks and Uncertainties" in the Annual MD&A and "Risk Factors" in the AIF. See "Documents Incorporated by Reference". Without limiting the foregoing, the following risk factors should be given special consideration when evaluating an investment in the Company's securities. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also have a material adverse effect on the Company.

Risks Relating to the Business of the Company

The Company's business is subject to exploration and development risks

The majority of the Company's properties are in the early exploration stage and no known mineral resources or mineral reserves have been discovered on such properties. The only two NI 43-101 compliant resources which the Company currently has an ownership interest in are found on the TUG Project. At this stage, favourable results, estimates and studies, including in respect of the Hasbrouck Project and the TUG Project, are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;
- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by us or by our joint venture partners in the exploration of the properties described herein will result in discoveries of precious metals in commercial quantities or that any of our properties (including the Hasbrouck Project) will be developed. Most exploration projects do not result in the discovery of precious metals and no assurance can be given that any particular level of recovery of precious metals will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) mineral resource which can be legally and economically exploited. Estimates of mineral reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of precious metals ultimately recovered may differ from that indicated by drilling results. There can be no assurance that precious metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

U.S. Federal Environmental Laws

The Company's projects are subject to extensive and changing federal, state and local laws and regulations relating to protection of the environment, wildlife protection, historic preservation, and health and safety. The recent trend in environmental regulation is generally toward stricter standards, and the Company expects that this trend will continue.

The *Comprehensive Environmental, Response, Compensation, and Liability Act* ("**CERCLA**"), and comparable state statutes, impose strict, joint and several liability on current and former owners and operators of sites and on persons who disposed of or arranged for the disposal of hazardous substances found at such sites. It is not uncommon for the government to file claims requiring cleanup actions, demands for reimbursement for government-incurred cleanup costs, or natural resource damages, or for neighbouring landowners and other third parties to file claims for personal injury and property damage allegedly caused by hazardous substances released into the environment. The *Federal Resource Conservation and Recovery Act* ("**RCRA**"), and comparable state statutes, govern the disposal of solid waste and hazardous waste and authorize the imposition of substantial fines and penalties for non-compliance, as well as requirements for corrective actions. CERCLA, RCRA and comparable state statutes can impose liability for clean-up of sites and disposal of substances found on exploration, mining and processing sites long after activities on such sites have been completed.

The *Clean Air Act*, as amended, restricts the emission of air pollutants from many sources, including mining and processing activities. Our mining operations may produce air emissions, including fugitive dust and other air pollutants from stationary equipment, storage facilities and the use of mobile sources such as trucks and heavy construction equipment, which are subject to review, monitoring and/or control requirements under the *Clean Air Act* and state air quality laws. New facilities may be required to obtain permits before work can begin, and existing facilities may be required to incur capital costs in order to remain in compliance. In addition, permitting rules may impose limitations on our production levels or result in additional capital expenditures in order to comply with the rules.

The *National Environmental Policy Act* ("**NEPA**") requires federal agencies to integrate environmental considerations into their decision-making processes by evaluating the environmental impacts of their proposed actions, including issuance of permits to mining facilities, and assessing alternatives to those actions. If a proposed action could significantly affect the environment, the agency must prepare a detailed statement known as an Environmental Impact Statement ("**EIS**"). The United States. Environmental Protection Agency ("**EPA**"), other federal agencies, and any interested third parties will review and comment on the scoping of the EIS and the adequacy of and findings set forth in the draft and final EIS. This process can cause delays in issuance of required permits or result in changes to a project to mitigate its potential environmental impacts, which can in turn impact the economic feasibility of a proposed project.

The *Clean Water Act* ("**CWA**"), and comparable state statutes, impose restrictions and controls on the discharge of pollutants into waters of the United States. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. The CWA regulates storm water mining facilities and requires a storm water discharge permit for certain activities. Such a permit requires the regulated facility to monitor and sample storm water run-off from its operations. The CWA and regulations implemented thereunder also prohibit discharges of dredged and fill material in wetlands and other waters of the United States unless authorized by an appropriately issued permit. The CWA and comparable state statutes provide for civil, criminal and administrative penalties for unauthorized discharges of pollutants and impose liability on parties responsible for those discharges for the costs of cleaning up any environmental damage caused by the release and for natural resource damages resulting from the release.

The *Safe Drinking Water Act* ("**SDWA**") and the Underground Injection Control ("**UIC**") program promulgated thereunder, regulate the drilling and operation of subsurface injection wells. The EPA directly administers the UIC program in some states and in others the responsibility for the program has been delegated to the state. The program requires that a permit be obtained before drilling a disposal or injection well. Violation of these regulations and/or contamination of groundwater by mining related activities may result in fines, penalties, and remediation costs, among other sanctions and liabilities under the

SWDA and state laws. In addition, third party claims may be filed by landowners and other parties claiming damages for alternative water supplies, property damages, and bodily injury.

The Company's properties and activities are subject to numerous other laws and regulations governing protection of the environment, species protection and historical preservation, including but not limited to, the *Endangered Species Act*, the *National Historic Preservation Act*, the *Native American Graves Protection and Repatriation Act*, *Archaeological Resources Protection Act*, *Paleontological Resources Preservation Act* and their state counterparts and other similar statutes. The failure to comply with statutes and regulations may result in fines, penalties and mitigation costs and delays in issuance or revocation of required permits. In addition, statutes and regulations may impose limitations on our production levels or result in additional capital expenditures in order to comply with the statutes and regulations.

Nevada Laws

The Company will be subject to local and state laws in Nevada on its exploration, development and mining operations carried on in the state including environmental and tax laws.

At the state level, mining operations in Nevada are also regulated by the Nevada Department of Conservation and Natural Resources, Division of Environmental Protection. Nevada state law requires mine operators to hold Nevada Water Pollution Control Permits, which dictate operating controls and closure and post-closure requirements directed at protecting surface and ground water. In addition, operators are required to hold Nevada Reclamation Permits. These permits mandate concurrent and post-mining reclamation of mines and require the posting of reclamation bonds sufficient to guarantee the cost of mine reclamation. If we are required to carry out unanticipated reclamation work, our financial position could be adversely affected.

Other Nevada regulations govern operating and design standards for the construction and operation of any source of air contamination and landfill operations. Any changes to these laws and regulations could have an adverse impact on our financial performance and results of operations by, for example, requiring changes to operating constraints, technical criteria, fees or surety requirements.

Nevada does not impose a state income tax on mining companies operating in Nevada but it does impose a Net Proceeds of Minerals Tax under Chapter 362 – Taxes on Patented Mines and Proceeds of Minerals of the Nevada Revised Statutes. This tax is assessed by the state of Nevada on minerals mined or produced in Nevada when they are sold or removed from the state. This tax will not be assessed on the Company until it begins extracting minerals from its mining operations.

Proposed Changes to U.S. Federal Mining Law

Periodically, members of the U.S. Congress have introduced bills which would supplant or alter the provisions of The General Mining Law of 1872 which governs the disposal of metallic minerals on lands owned by the federal government. A significant portion of the Company's mining properties consist of unpatented mining claims located on U.S. federal lands. The U.S. President's proposed budgets for fiscal years 2014 and 2015 include the proposal to amend the U.S. mining law to impose a royalty on the production of metallic minerals from U.S. federal lands, and a reclamation fee on production from federal and other lands. In addition, legislation has been introduced in the U.S. Congress to implement the President's proposal to amend the mining law. Such legislation, if enacted by the U.S. Congress, could substantially increase the cost of holding mining claims and impact the economic feasibility of the Company's projects.

The Company requires various permits in order to conduct its current and anticipated future operations, and delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company

The Company's current and anticipated future operations, including further exploration, development activities and any commencement of future production on the Company's properties (including the Hasbrouck Project), require permits from various national, state and local governmental authorities. The Company cannot be certain that it will receive the necessary permits on acceptable terms to conduct further exploration and to develop such properties. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could increase the Company's costs and delay its activities, and could have a material adverse effect on the Company.

Future litigation may impact the Company

Due to the nature of its business, the Company may, in the future, be subject to claims (including class action claims and claims from government regulatory bodies) based on allegations of negligence, breach of statutory duty, public nuisance or private nuisance or otherwise in connection with its operations or investigations relating thereto. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed upon appeal. Such liability may be material to the Company and may materially adversely affect its ability to continue operations**.**

Judgments based upon the civil liability provisions of the United States federal securities laws may be difficult to enforce

The ability of investors to enforce judgments of United States courts based upon the civil liability provisions of the United States federal securities laws against the Company, its directors and officers and experts named herein may be limited due to the fact that the Company is incorporated outside of the United States, a majority of such directors, officers and experts reside or are organized outside of the United States and their assets may be located outside the United States. There is uncertainty as to whether foreign courts would: (a) enforce judgments of United States courts obtained against the Company, its directors and officers or experts named herein predicated upon the civil liability provisions of the United States federal securities laws; or (b) entertain original actions brought in Canadian courts against the Company or such persons predicated upon the federal securities laws of the United States, as such laws may conflict with Canadian laws.

Accounting Policies and Internal Controls

Commencing January 1, 2010, the Company prepared its financial reports in accordance with International Financial Reporting Standards. In preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the Company's audited financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance.

Risks Relating to the Units and the Offering

Negative Operating Cash Flow

The Company has limited financial resources and has no source of operating cash flow. During the fiscal year ended December 31, 2012 and the nine-month period ended September 30, 2013, the Company had negative cash flow from operating activities. The Company's cash and cash equivalents as at December 31, 2012 was approximately $174,000, and as at September 30, 2013 was approximately $872,000. From September 30, 2013 to December 31, 2013, the Company has had an average monthly cash expenditure rate of approximately $102,000 per month, and expects such rate to remain the same in immediate future periods. The Company anticipates it will continue to have negative cash flow from operating activities in future periods until commercial production is achieved at its resource properties. There is no assurance that additional funding will be available to the Company for exploration and development. Furthermore, additional financing, whether through the issuance of securities or debt, will be required to continue the development of the Company's properties even if the Company's exploration programs are successful. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties.

No Market for the Warrants

There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants which form part of the Units purchased under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulation. The Warrants have been conditionally approved for listing on the TSXV, however there can be no assurance that the market for the Warrants will be liquid following the Closing Date or that the price of the Warrants will be the same as the price allocated for the Warrants comprising the Units.

The Warrants have an exercise price of $0.30 per Warrant Share (the "**Exercise Price**") and can be exercised prior to 5:00 p.m. (Vancouver time) on the date that is five years following the Closing Date. In the event the market price of the Common Shares does not exceed the Exercise Price of the Warrants during the period when the Warrants are exercisable, the Warrants may not have any value.

Holders of the Warrants will have no rights as shareholders of the Company until they exercise the Warrants in accordance with their terms. Upon exercise of the Warrants, holders of the Common Shares deliverable on the exercise of such Warrants will be entitled to exercise the rights of a shareholder in respect of such Common Shares only in respect of matters for which the record date occurs after the exercise date.

Forward Looking Statements may prove inaccurate

Investors are cautioned not to place undue reliance on forward looking statements. By their nature, forward looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this Prospectus under the heading "Forward Looking Statements".

The Company has discretion in the use of the net proceeds from the Offering and the Concurrent Private Placement

The Company currently intends to allocate the net proceeds it will receive from the Offering and the Concurrent Private Placement as described under "Use of Proceeds", however, the Company will have discretion in the actual application of the net proceeds. Although the Company has covenanted to make the Initial Payment contemporaneously with or shortly following the closing of the Offering and the Concurrent Private Placement, there may be circumstances which could prevent, impede or otherwise deter or delay the closing of the Hasbrouck Transaction. Accordingly, there is no certainty, nor can the Company provide any assurance, that the Hasbrouck Transaction will be completed by the Company and Allied Nevada. The Company may elect to allocate the net proceeds differently from that described in "Use of Proceeds" if the Company believes it would be in the Company's best interests to do so. The Company's shareholders may not agree with the manner in which the Company chooses to allocate and spend the net proceeds from the Offering and the Concurrent Private Placement. The failure by the Company to apply these funds effectively could have a material adverse effect on the business of the Company.

There may be adverse Canadian tax consequences for a foreign controlled Canadian company that acquires Units

Certain adverse tax consequences may be applicable to a shareholder that is a corporation resident in Canada and is, or becomes, controlled by a non-resident corporation for the purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Such shareholders should consult their tax advisors with respect to the consequences of acquiring Units.

LEGAL MATTERS

Certain legal matters in connection with the Offering and the legal matters referred to under "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" will be passed upon on behalf of the Company by Gowling Lafleur Henderson LLP. Certain legal matters in connection with the Offering will be passed upon on behalf of the Agents by Cassels Brock & Blackwell LLP.

As of the date of this Prospectus, the partners and associates of Gowling Lafleur Henderson LLP and Cassels Brock & Blackwell LLP beneficially own, directly or indirectly, in the aggregate less than 1% of the issued and outstanding Common Shares.

INTERESTS OF EXPERTS

Names and Interests of Experts

The technical information, mineral resource estimates and economic estimates relating to the Hasbrouck Project and the TUG Project the Company's other properties included or incorporated by reference in this Prospectus has been included or incorporated by reference in reliance on the report, valuation, statement or opinion of the persons described below. The following persons, firms and companies are named as having prepared or certified a report, valuation, statement or opinion in this Prospectus, either directly or in a document incorporated by reference.

Name	Description
Stuart E. Collins, P.E. Luke Evans, M.Sc., P.Eng. Kathleen A. Altman, Ph.D., P.E. Roscoe Postle Associates Inc.	Co-authored the TUG Technical Report, the disclosure in this Prospectus under the heading "The TUG Project" and the disclosure in the material change report dated August 1, 2013, all which are incorporated by reference herein.
Michael G. Allen West Kirkland Mining Inc.	The Vice President, Exploration of the Company. The non-independent qualified person for certain disclosure in the AIF, the disclosure in the material change reports dated October 28, 2013, April 25, 2013, and March 4, 2013, all of which are incorporated by reference herein, and certain disclosure in the following section: "Business of the Company".
Scott E. Wilson CPG	Authored the Hasbrouck Technical Report, the disclosure in this Prospectus under the heading "The Hasbrouck Project" and the disclosure in the material change reports dated January 29, 2014, February 24, 2014 and February 25, 2014, all which are incorporated by reference herein.

None of the experts named in the foregoing section held, at the time they prepared or certified such statement, report or valuation, received after such time or will receive any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or one of the Company's associates or affiliates other than Michael G. Allen, Vice President, Exploration of the Company, who owns 339,400 Common Shares representing less than 1% of the issued and outstanding Common Shares as of the date of this Prospectus.

Except as otherwise stated above, none of the aforementioned persons, and the directors, officers, employees and partners, as applicable, of each of the aforementioned persons received or will receive a direct or indirect interest in any property of the Company or any associate or affiliate of the Company.

Except as otherwise stated above, none of the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned persons is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

In addition, Deloitte LLP, the external auditor of the Company, provided an auditor's report on the audited financial statements of the Company as at and for the years ended December 31, 2012 and 2011. Deloitte LLP advises that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The independent auditors of the Company are Deloitte LLP, Chartered Accountants, of 2800 – 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1P4.

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc. at its principal offices in the cities of Toronto, Ontario and Vancouver, British Columbia.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the Warrants are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

Dated: April 9, 2014

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland.

WEST KIRKLAND MINING INC.

By: (Signed) *R. MICHAEL JONES*
President and Chief Executive Officer

By: (Signed) *FRANK R. HALLAM*
Chief Financial Officer and Secretary

On behalf of the Board of Directors

By: (Signed) *JOHN BROCK*
Director

By: (Signed) *PIERRE LEBEL*
Director

CERTIFICATE OF THE AGENTS

Dated: April 9, 2014

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland.

CORMARK SECURITIES INC.

By: (Signed) *Darren Wallace*
Managing Director, Investment Banking

PI FINANCIAL CORP.

By: (Signed) *J.W. Mustard*
VP Investment Banking, Mining

GMP SECURITIES L.P.

By: (Signed) *Mark Wellings*
Managing Director

MACQUARIE CAPITAL MARKETS CANADA LTD.

By: (Signed) *Harry Pokrandt*
Managing Director

WEST KIRKLAND

MINING INC.