

Pacific Ridge Exploration Ltd.
(An Exploration Stage Company)

Condensed Interim Financial Statements

September 30, 2012

(Unaudited – Expressed in Canadian Dollars)

Notice to Reader

The accompanying unaudited condensed interim financial statements of Pacific Ridge Exploration Ltd. (the “Company”) have been prepared by and are the responsibility of management. The Company’s independent auditor has not performed a review of these condensed interim financial statements.

Pacific Ridge Exploration Ltd.
(An Exploration Stage Company)
Condensed Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

		September 30, 2012	December 31, 2011
Assets			
Current assets			
Cash and cash equivalents		\$ 905,632	\$ 3,237,913
HST receivables		54,980	34,373
Prepaid		15,000	15,000
		975,612	3,287,286
Equipment	Note 3	29,930	38,620
Resource properties	Note 4	1,018,652	948,232
		\$ 2,024,194	\$ 4,274,138
Liabilities			
Current liabilities			
Trade payable and accrued liabilities		\$ 132,061	\$ 185,211
Shareholders' Equity			
Share capital	Note 5	42,650,478	42,620,478
Contributed surplus		2,952,824	2,868,863
Deficit		(43,711,169)	(41,400,414)
		1,892,133	4,088,927
		\$ 2,024,194	\$ 4,274,138

Approved by the Board of Directors

"John S. Brock" (signed)
John S. Brock

"Douglas Proctor" (signed)
Douglas Proctor

(The accompanying notes are an integral part of the condensed interim financial statements)

Pacific Ridge Exploration Ltd.
(An Exploration Stage Company)
Condensed Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Administration expenses				
Depreciation	\$ 2,897	\$ 4,138	\$ 8,690	\$ 12,414
Insurance	-	1,836	26,152	25,026
Professional fees	2,176	19,772	25,401	36,746
Management and administrative services	43,538	2,623	127,804	86,657
Office operations and facilities	26,328	28,856	80,545	89,539
Shareholder communications and investor relations	23,965	74,197	124,161	211,248
Share-based payments	24,034	89,164	83,961	239,027
Transfer agent and regulatory fees	10,059	11,540	27,417	35,061
	132,997	232,126	504,131	735,718
Other expenses (income)				
Exploration and evaluation costs	Note 4(e) 1,249,136	1,959,787	1,826,384	3,089,137
Interest	(4,992)	(11,594)	(19,760)	(19,860)
Government grant	-	-	-	(14,889)
	1,244,144	1,948,193	1,806,624	3,054,388
Comprehensive loss for the period	\$ (1,377,141)	\$ (2,180,319)	\$ (2,310,755)	\$ (3,790,106)
Basic and diluted loss per common share	\$ (0.02)	\$ (0.04)	\$ (0.03)	\$ (0.07)
Weighted average number of common shares outstanding	70,217,110	57,379,351	70,150,155	54,629,686

(The accompanying notes are an integral part of the condensed interim financial statements)

Pacific Ridge Exploration Ltd.
(An Exploration Stage Company)
Condensed Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Cash flows used in operating activities				
Loss for the period	\$ (1,377,141)	\$ (2,180,319)	\$ (2,310,755)	\$ (3,790,106)
Items not affecting cash				
Depreciation	2,897	4,138	8,690	12,414
Share-based payments	24,034	89,164	83,961	239,027
	(1,350,210)	(2,087,017)	(2,218,104)	(3,538,665)
Changes in non-cash working capital items				
Other receivables	(18,616)	(41,951)	(20,607)	(60,240)
Prepaid	19,212	15,000	-	2,375
Trade payable and accrued liabilities	(55,151)	6,315	(53,150)	273,936
	(54,555)	(20,636)	(73,757)	216,071
	(1,404,765)	(2,107,653)	(2,291,861)	(3,322,594)
Cash flows used in investing activities				
Resource property acquisition costs	(20,420)	(39,788)	(40,420)	(217,094)
Cash flows from financing activities				
Proceeds from share issuance	-	854,530	-	1,105,610
(Decrease) increase in cash and cash equivalents	(1,425,185)	(1,292,911)	(2,332,281)	(2,434,078)
Cash and cash equivalents - beginning of period	2,330,817	3,688,910	3,237,913	4,830,077
Cash and cash equivalents - end of period	\$ 905,632	\$ 2,395,999	\$ 905,632	\$ 2,395,999
Cash and cash equivalents comprises				
Cash and cash equivalents comprises	\$ 47,048	\$ 567,727	\$ 47,048	\$ 567,727
Term deposits	858,584	1,828,272	858,584	1,828,272
	\$ 905,632	\$ 2,395,999	\$ 905,632	\$ 2,395,999

(The accompanying notes are an integral part of the condensed interim financial statements)

Pacific Ridge Exploration Ltd.
(An Exploration Stage Company)
Condensed Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian dollars)

	Common Shares		Contributed Surplus	Deficit	Total Shareholders' Equity
	Shares	Amount			
Balance at December 31, 2010	52,269,911	\$ 39,593,241	\$ 2,920,733	\$ (37,103,808)	\$ 5,410,166
Share purchase warrants exercised	6,554,667	1,148,770	(95,410)	-	1,053,360
Stock options exercised	247,500	52,250			52,250
Shares issued for property	600,000	207,000	-	-	207,000
Share-based payments	-	-	239,027	-	239,027
Net loss for the period	-	-	-	(3,790,106)	(3,790,106)
Balance at September 30, 2011	59,672,078	\$ 41,001,261	\$ 3,064,350	\$ (40,893,914)	\$ 3,171,697
Balance at December 31, 2011	70,114,936	\$ 42,620,478	\$ 2,868,863	\$ (41,400,414)	\$ 4,088,927
Shares issued for property	450,000	30,000			30,000
Share-based payments	-	-	83,961	-	83,961
Net loss for the period	-	-	-	(2,310,755)	(2,310,755)
Balance at September 30, 2012	70,564,936	\$ 42,650,478	\$ 2,952,824	\$ (43,711,169)	\$ 1,892,133

(The accompanying notes are an integral part of the condensed interim financial statements)

Pacific Ridge Exploration Ltd.
(An Exploration Stage Company)
Notes to Condensed Interim Financial Statements September 30, 2012
(Unaudited - Expressed in Canadian Dollars)

1. Nature of operations

Pacific Ridge Exploration Ltd. (the "Company" or "Pacific Ridge") is in the business of acquiring and exploring resource properties in Canada. Pacific Ridge is incorporated and domiciled in Canada under the *Business Corporations Act* (British Columbia). The address of its registered office is 1177 – 1199 West Hastings Street, Vancouver, British Columbia.

The Company has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for resource properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary capital to finance the operations and contribution from future joint venture partners. Due to market fluctuations and the inherent risks in the exploration industry, there can be no assurance that management's future actions will be successful.

2. Basis of presentation and adoption of International Financial Reporting Standards ("IFRS")

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed interim financial statements do not include all of the information required for full annual financial statements and they should be read in conjunction with the annual financial statements for the year ended December 31, 2011 and the notes to the financial statements.

The significant accounting policies used in the preparation of these condensed interim financial statements are consistent with those used in the preparation of the Company's annual financial statements ended December 31, 2011.

These condensed interim financial statements have been prepared on a historical cost basis and presented in Canadian dollars, the Company's functional currency.

The condensed financial statements were approved by the Board of Directors on November 13, 2012.

3. Equipment

Equipment is carried at cost less accumulated depreciation with details listed below:

Field equipment	Cost	Accumulated depreciation	Carrying value
Balance, December 31, 2010	\$ 89,991	\$ (34,819)	\$ 55,172
Additions	-	(16,552)	(16,552)
Balance, December 31, 2011	89,991	(51,371)	38,620
Additions		(8,690)	(8,690)
Balance, September 30, 2012	\$ 89,991	\$ (60,061)	\$ 29,930

Pacific Ridge Exploration Ltd.
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Notes to Condensed Interim Financial Statements September 30, 2012
(Unaudited - Expressed in Canadian Dollars)

4. Resource properties

The Company has interests in mineral properties in Nunavut, and Yukon, Canada. A summary of capitalized acquisition costs was as follows:

	Mariposa	Gold Cap	Polur Stewart	Eureka Dome	Fyre Lake	Baker Uranium	PTL	Total
Balance, December 31, 2010	\$ 220,192	\$ 10,300	\$ 215,000	\$ 27,300	\$ 35,701	\$ 96,000	\$ -	\$ 604,493
Additions during the year	246,869	-	132,500	14,490	16,380	-	29,500	439,739
Impairment	-	-	-	-	-	(96,000)	-	(96,000)
Balance, December 31, 2011	467,061	10,300	347,500	41,790	52,081	-	29,500	948,232
Additions during the period	46,000	-	-	-	420	-	24,000	70,420
Balance, September 30, 2012	\$ 513,061	\$ 10,300	\$ 347,500	\$ 41,790	\$ 52,501	\$ -	\$ 53,500	\$ 1,018,652

a) Mariposa property, Yukon

In October 2009, the Company entered into an option agreement to acquire a 100% interest in 203 claims, located in Dawson Mining District, Yukon, known as the Mariposa property. The principal terms of the option agreement require the Company to pay \$120,000 in cash, issue 4,000,000 common shares and incur \$600,000 (incurred) exploration expenditures over five years as follows:

	Cash	Shares	Cumulative work expenditures
On initial date (paid and issued)	\$ 20,000	250,000	\$ 100,000
On or before October 1, 2010 (paid and issued)	20,000	200,000	\$ 200,000
On or before October 1, 2011 (paid and issued)	20,000	300,000	\$ 300,000
On or before October 1, 2012 (paid and issued)	20,000	400,000	\$ 400,000
On or before October 1, 2013	20,000	400,000	\$ 600,000
On or before October 1, 2014	20,000	450,000	
Upon production notice being given		1,000,000	
Upon commencement of commercial production		1,000,000	
	\$ 120,000	4,000,000	\$ 600,000

The property is subject to a 2% net smelter return ("NSR") that may be purchased, at any time after a production notice has been given in amounts of \$1,000,000 for each 1% of NSR.

b) PTL property, Yukon

On May 27, 2011, the Company entered into an option agreement with a private vendor to earn a 100% interest in 39 mineral claims located in the Dawson Mining District, Yukon, north-western area of the Mariposa property, known as the PTL property. In consideration the Company will pay a total of \$85,000 and issue a total of 200,000 of common shares as follows:

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4. Resource properties (Cont'd)

b) PTL property, Yukon, continued

	Cash	Common Shares
On or before June 30, 2011 (paid and issued)	\$ 15,000	50,000
On or before June 30, 2012 (paid and issued)	20,000	50,000
On or before June 30, 2013	20,000	50,000
On or before June 30, 2014	30,000	50,000
	\$ 85,000	200,000

The property is subject to a 2% NSR that may be purchased in amounts of \$1,000,000 for each 1% of NSR.

c) Polar Stewart property, Yukon

In July 2009, the Company entered into an option agreement with Ryanwood Exploration Inc. ("Ryanwood") to acquire a 100% interest in 149 mineral claims located in Dawson City, Yukon, known as the Polar Stewart property. In consideration the Company will pay \$300,000, issue 1,250,000 common shares and undertake exploration expenditures totalling \$1,500,000 (\$96,946 incurred) over a five year period as follows:

	Cash	Common Shares	Cumulative work expenditures
On initial date (paid and issued)	\$ 75,000	250,000	Nil
On or before June 30, 2010 (paid and issued)	65,000	250,000	50,000
On or before June 30, 2011 (paid and issued)	60,000	250,000	300,000
On or before June 30, 2012 (paid and issued)	50,000	250,000	800,000
On or before June 30, 2013	50,000	250,000	1,500,000
	\$ 300,000	1,250,000	\$ 1,500,000

The property is subject to 2% NSR and a \$25,000 advance minimum royalty from 2014 onwards. 1% of the NSR may be purchased at any time for \$2,000,000.

On October 12, 2012, the Company amended the option agreement with Ryanwood for the Polar Stewart property. Under the amended agreement, the Company is required to make a total of \$250,000 cash payment and incur \$1,000,000 exploration expenditures by December 31, 2016. All other respects of the agreement is ratified and confirmed.

On October 9, 2012, \$50,000 cash was paid and 250,000 shares of the Company were issued at a price of \$0.07 for this property.

d) Fyre Lake massive sulphide project, Yukon

The Company owns a 100% interest in the Fyre Lake property by claim staking.

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4. Resource properties (Cont'd)

- e) The tables below summarize the cumulative balance and exploration costs for the nine months ended September 30, 2012 and 2011:

	Mariposa	Other Properties	General Exploration	Total
Balance, December 31, 2010	1,352,956	359,054	-	1,712,010
Additions during the period				
Analytical and data report	218,968	-	260	219,228
Drilling	781,907	-	-	781,907
Field support	342,522	8,002	-	350,524
Fuel and transport	769,770	22,213	-	791,983
Geological services	250,307	82,640	5,110	338,057
Personnel	492,887	3,230	3,521	499,638
Travel and other	77,611	-	30,189	107,800
	2,933,972	116,085	39,080	3,089,137
Balance, September 30, 2011	\$ 4,286,928	\$ 475,139	\$ 39,080	\$ 4,801,147
Balance, December 31, 2011	\$ 4,586,752	\$ 542,743	\$ 191,106	\$ 5,320,601
Additions during the period				
Analytical and data report	147,858	5,520	-	153,378
Drilling	370,419	-	-	370,419
Field support	111,135	-	-	111,135
Fuel and transport	425,749	-	-	425,749
Geological services	199,485	2,617	-	202,102
Personnel	421,085	3,955	121	425,161
Travel and other	119,126	7,747	11,567	138,440
	1,794,857	19,839	11,688	1,826,384
Balance, September 30, 2012	\$ 6,381,609	\$ 562,582	\$ 202,794	\$ 7,146,985

5. Share capital

- a) Common Share

Authorized - unlimited common shares without par value.

Flow-through shares

Pursuant to a non-brokered private placement closed on December 28, 2011, the Company issued 10,442,858 flow-through shares for gross proceeds of \$1,462,000. The Company filed its renunciation forms in January 2012 for the entire amount received. During the nine months ended September 30, 2012, the Company had fulfilled its flow-through obligation and incurred the remaining \$1,444,082 flow-through expenditures.

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5. Share capital (Cont'd)

b) Share Purchase Warrants

A summary of the warrants outstanding as of periods ended September 30 is as follows:

	September 30, 2012		September 30, 2011	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of period	456,247	\$ 0.14	10,432,851	\$ 0.27
Expired	-	\$ -	(34)	\$ 0.15
Exercised	-	\$ -	(6,554,667)	\$ 0.16
Outstanding, end of period	456,247	\$ 0.14	3,878,150	\$ 0.45

As of September 30, 2012, 456,247 warrants were outstanding with an expiry date of December 28, 2012.

c) Stock Options

The Company has a stock option plan in place authorizing the granting of stock options to qualified optionees to purchase a total of up to 10% of the then issued and outstanding common shares of the Company. Stock option transactions and the number of stock options outstanding are summarized below:

	September 30, 2012		September 30, 2011	
	Number of Options	Weighted Average Exercise Price	Number of Options	Average Exercise Price
Outstanding, beginning of period	2,610,000	\$ 0.27	1,530,000	\$ 0.20
Granted	1,555,000	\$ 0.10	1,365,000	\$ 0.35
Cancelled	(140,000)	\$ 0.31	-	\$ -
Exercised	-	\$ -	(247,500)	\$ 0.21
Outstanding, end of period	4,025,000	\$ 0.21	2,647,500	\$ 0.27
Exercisable, end of period	3,322,500	\$ 0.23	1,978,750	\$ 0.25

As of September 30, 2012, the weighted average remaining life for stock option outstanding was 3.53 years (December 31, 2011 – 3.6 years) and exercisable 3.29 years (December 31, 2011 – 3.44 years).

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Notes to Condensed Interim Financial Statements September 30, 2012
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5. Share capital (Cont'd)

c) Stock Options (Cont'd)

Stock options outstanding and exercisable at September 30, 2012 and December 31, 2011 are listed below:

Expiry date	Exercise price	September 30, 2012		December 31, 2011	
		Options Outstanding	Options Exercisable	Options Outstanding	Options Exercisable
January 29, 2015	\$ 0.20	1,310,000	1,310,000	1,310,000	1,310,000
January 6, 2016	0.30	915,000	915,000	1,015,000	570,000
May 12, 2016	0.30	45,000	45,000	45,000	22,500
June 2, 2016	0.35	-	-	40,000	20,000
July 29, 2016	0.61	200,000	200,000	200,000	100,000
May 24, 2017	0.10	1,555,000	852,500	-	-
		4,025,000	3,322,500	2,610,000	2,022,500

The Company applies the fair value method of accounting for stock options. Option pricing models require the input of highly subjective assumptions including expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

The fair value of options granted was estimated at the grant date based on the Black-Scholes option-pricing model, using the following assumptions:

	September 30, 2012	September 30, 2011
Risk-free interest rate	1.24%	1.93%
Expected share price volatility	104.50%	106.82%
Expected option life in years	3.5	3.5
Expected dividend yield	Nil	Nil

6. Related parties

Related parties include the board of directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

The Company has no compensation arrangements with its board of directors other than non-cash stock option grants. The Company has no termination benefit, post-employment benefits and other long-term benefits in place. Key management includes the board of directors and executive officers. Compensation awarded to the key management is listed below:

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Salary	\$ 64,500	\$ 70,850	\$ 193,500	\$ 183,750
Share-based payments, non-cash	7,664	94,000	44,202	213,700
	\$ 72,164	\$ 164,850	\$ 237,702	\$ 397,450

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Notes to Condensed Interim Financial Statements September 30, 2012
(Unaudited - Expressed in Canadian Dollars)

7. Segmented information

The Company has one business segment, the exploration of mineral properties. All of the Company's assets are located in Canada.