
Blue Sky Uranium Corp.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED
JUNE 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF INTERIM
CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited consolidated interim financial statements of Blue Sky Uranium Corp. for the three and six months ended June 30, 2012 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

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

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of the consolidated interim financial statements by an entity's auditor.

Blue Sky Uranium Corp.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

		June 30, 2012 \$	December 31, 2011 \$
	Note		
ASSETS			
Non-current assets			
Property and equipment	4	22,580	25,110
Mineral property interests	5	2,813,342	2,803,155
Deposit		-	60,000
Total non-current assets		2,835,922	2,888,265
Current assets			
Prepaid expenses		23,698	19,894
Amounts receivable		14,863	23,899
Short-term investments	3	200,000	-
Cash		131,125	52,411
Total current assets		369,686	96,204
Total Assets		3,205,608	2,984,469
EQUITY			
Share capital	7	17,016,485	17,016,485
Reserves	7	3,475,740	3,467,545
Accumulated deficit		(18,128,869)	(17,776,330)
Total Equity		2,363,356	2,707,700
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		569,799	276,769
Exploration advances	6	272,453	-
Total Liabilities		842,252	276,769
COMMITMENT (Note 11)			
Total Equity and Liabilities		3,205,608	2,984,469

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

SUBSEQUENT EVENTS (Note 14)

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on August 23, 2012. They are signed on the Company's behalf by:

"Sean Hurd" _____, Director

"Ron McMillan" _____, Director

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

Blue Sky Uranium Corp.*(An Exploration Stage Company)***Condensed Consolidated Interim Statements of Loss and Comprehensive Loss***(Unaudited - Expressed in Canadian Dollars)*

		Three months ended June 30,		Six months ended June 30,	
	Note	2012	2011	2012	2011
		\$	\$	\$	\$
Expenses					
Depreciation		1,265	1,264	2,530	2,530
Corporate development and investor relations		10,400	53,574	28,662	170,990
Exploration	5	217,524	583,455	473,813	1,048,213
Exploration and other costs recovery	6	(256,093)	-	(477,547)	-
Foreign exchange (gain) loss		717	(23,912)	15,046	1,742
Management fees		56,400	117,000	112,800	234,000
Office and sundry		17,589	27,801	42,424	68,526
Professional and consulting fees		64,960	77,745	114,423	135,095
Rent, parking and storage		17,477	18,300	36,693	40,500
Salaries and employee benefits		8,438	87,824	35,568	113,696
Share-based compensation		8,195	9,573	8,195	9,573
Transfer agent and regulatory fees		3,654	9,060	15,317	18,982
Travel and accommodation		14,734	15,513	40,192	33,600
Loss from operating activities		165,260	977,197	448,116	1,877,447
Gain on sale of mineral properties		-	-	(95,298)	-
Interest income		(158)	(857)	(279)	(857)
Loss and comprehensive loss for the period		165,102	976,340	352,539	1,876,590
Basic and diluted loss per common share	9	(\$0.02)	(\$0.12)	(\$0.04)	(\$0.23)

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

Blue Sky Uranium Corp.*(An Exploration Stage Company)***Condensed Consolidated Interim Statements of Cash Flows***(Unaudited - Expressed in Canadian Dollars)*

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	\$	\$	\$	\$
Cash flows from operating activities				
Loss for the period	(165,102)	(976,340)	(352,539)	(1,876,590)
Depreciation	1,265	1,264	2,530	2,530
Gain on sale of mineral properties	-	-	(95,298)	-
Share-based compensation	8,195	9,573	8,195	9,573
	(155,642)	(965,503)	(437,112)	(1,864,487)
Change in deposit	-	-	60,000	-
Change in non-cash working capital items:				
(Increase) decrease in amounts receivable	(2,317)	11,023	9,036	11,377
(Increase) decrease in prepaid expenses	(6,860)	84,829	(3,804)	144,661
Increase (decrease) in accounts payable and accrued liabilities	203,930	13,208	293,030	(32,521)
Increase (decrease) in exploration advances	93,907	-	272,453	-
Net cash used in operating activities	133,018	(856,443)	193,603	(1,740,970)
Cash flows from investing activities				
Purchase of short term investments	(200,000)	-	(350,000)	-
Redemption of short term investments	150,000	-	150,000	-
Proceeds upon disposition of mineral properties	-	-	100,000	-
Mineral property interests acquisitions	(6,877)	(28,056)	(14,889)	(46,409)
Net cash used in investing activities	(56,877)	(28,056)	(114,889)	(46,409)
Cash flows from financing activities				
Issuance of common shares and warrants	-	1,044,090	-	1,044,090
Share issue costs	-	(35,633)	-	(35,633)
Exercise of warrants and options	-	50,000	-	70,000
Net cash generated by financing activities	-	1,058,457	-	1,078,457
Net increase (decrease) in cash	76,141	173,958	78,714	(708,922)
Cash at beginning of period	54,984	1,328,754	52,411	2,211,634
Cash at end of period	131,125	1,502,712	131,125	1,502,712

SUPPLEMENTARY CASH FLOW INFORMATION (Note 12)*The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

Blue Sky Uranium Corp.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Equity

(Unaudited - Expressed in Canadian Dollars)

	Share capital		Reserves				Total
	Number of shares	Amount \$	Contributed Surplus \$	Equity settled share-based payments \$	Warrants \$	Accumulated Deficit \$	
Balance at December 31, 2010	78,969,396	16,081,510	955,559	1,277,658	855,115	(14,188,195)	4,981,647
Private placement	5,800,500	735,408	-	-	308,682	-	1,044,090
Share issue costs	-	(53,498)	-	-	-	-	(53,498)
Agent's warrants granted	-	-	-	-	17,865	-	17,865
Share-based compensation	-	-	-	9,573	-	-	9,573
Stock options exercised	700,000	122,887	-	(52,887)	-	-	70,000
Stock options expired	-	-	3,720	(3,720)	-	-	-
Total comprehensive (loss) for the period	-	-	-	-	-	(1,876,590)	(1,876,590)
Balance at June 30, 2011	85,469,896	16,886,307	959,279	1,230,624	1,181,662	(16,064,785)	4,193,087
Private placement	1,550,000	132,915	-	-	22,722	-	155,637
Share issue costs	-	(2,737)	-	-	-	-	(2,737)
Share-based compensation	-	-	-	73,258	-	-	73,258
Stock options expired	-	-	35,444	(35,444)	-	-	-
Warrants expired	-	-	360,906	-	(360,906)	-	-
Total comprehensive (loss) for the period	-	-	-	-	-	(1,711,545)	(1,711,545)
Balance at December 31, 2011	87,019,896	17,016,485	1,355,629	1,268,438	843,478	(17,776,330)	2,707,700
Capital restructuring	(78,317,907)	-	-	-	-	-	-
Share-based compensation	-	-	-	8,195	-	-	8,195
Stock options expired	-	-	204,534	(204,534)	-	-	-
Total comprehensive (loss) for the period	-	-	-	-	-	(352,539)	(352,539)
Balance at June 30, 2012	8,701,989	17,016,485	1,560,163	1,072,099	843,478	(18,128,869)	2,363,356

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

Blue Sky Uranium Corp.

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

The Company was incorporated under the Business Corporation Act of British Columbia on November 30, 2005 as Mulligan Capital Corp. On May 18, 2006, the Company received final receipts for a prospectus and became a reporting issuer in British Columbia and Alberta. On June 27, 2006 the Company completed its initial public offering (the "Offering") and on June 28, 2006 the Company listed its common shares on the TSX Venture Exchange (the "TSX-V") as a capital pool company. On February 7, 2007, the Company completed its qualifying transaction (the "QT") and was upgraded to Tier II status on the TSX-V. The Company also changed its name to Blue Sky Uranium Corp. to reflect its business as a junior uranium exploration company.

The amounts shown as mineral property interests represent acquisition costs incurred to date, less amounts amortized and/or written off, and do not necessarily represent present or future values. The underlying value of the mineral property interests is entirely dependent on the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain the necessary financing to advance the properties beyond the exploration stage, and future profitability of the properties.

The Company has experienced recurring operating losses and has an accumulated deficit of \$18,128,869 at June 30, 2012 (December 31, 2011 - \$17,776,330) and equity of \$2,363,356 at June 30, 2012 (December 31, 2011 - \$2,707,700). In addition, the Company had a working capital deficiency of \$472,566 at June 30, 2012 (December 31, 2011 - \$180,565). Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's continued operations, as intended, are dependent upon its ability to raise additional funding to meet its obligations and to attain profitable operations. Management's plan in this regard is to raise equity financing as required. There are no assurances that the Company will be successful in achieving these goals. These condensed consolidated interim financial statements do not include adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Preparation

These condensed consolidated interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's December 31, 2011 consolidated annual financial statements.

The preparation of interim financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

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Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements.

These condensed consolidated interim financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries as follows:

	Place of Incorporation	Principal Activity
Blue Sky BVI Uranium Corp.	British Virgin Islands	Holding company
Minera Cielo Azul S.A. (Argentina)	Argentina	Exploration company
Desarrollo de Inversiones S.A. (Argentina)	Argentina	Exploration company

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the condensed consolidated interim financial statements.

Foreign currencies

The presentation and functional currency of the Company is the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Non-derivative financial assets

The Company has the following non-derivative financial assets: financial assets at fair value through profit or loss and loans and receivables.

(i) *Financial assets at fair value through profit or loss ("FVTPL")*

Financial assets are classified at fair value through profit or loss if they are classified as held for trading or are designated as such upon initial recognition. Financial assets are designated as at FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Attributable transaction costs are recognized in profit or loss when incurred. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. Short term investments are FVTPL.

(ii) *Loans and receivables*

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise cash and amounts receivable.

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Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(iii) Other financial liabilities

The Company has the following non-derivative financial liabilities: accounts payable and accrued liabilities.

Such financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Property and Equipment

Equipment is recorded at cost less accumulated depreciation calculated using the straight-line method over its estimated useful lives of two years for geological equipment. Computer software useful life will be determined once fully implemented. Depreciation of an asset begins once it is available for use.

Exploration, Evaluation and Development Expenditures

Exploration and evaluation expenditures are expensed as incurred, until the property reaches the development stage. The development stage is considered to begin once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable. All direct costs related to the acquisition of resource property interests are capitalized. Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of-production method based upon estimated proven and probable reserves.

Mineral property acquisition costs include cash costs and the fair market value of common shares issued, based on the trading price of the shares issued for mineral property interests, pursuant to the terms of the related property agreements. Payments related to a property acquired under an option or joint venture agreement are made at the sole discretion of the Company, and are recorded as mineral property acquisition costs upon payment.

Cash and Cash Equivalents

Cash and cash equivalents are classified as loans and receivables and include short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. The Company places its deposits with financial institutions with high credit ratings.

Impairment

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

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Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Valuation of equity units issued in private placements

The Company follows a pro rata allocation method with respect to the measurement of shares and warrants issued as private placement units. This values each component at fair value and allocates total proceeds received between shares and warrants based on the pro rata relative values of the components. The fair value of the common shares is based on the closing price on the issue date and the fair value of the common share purchase warrants is determined at the issue date using the Black-Scholes pricing model. The fair value attributed to the warrants is recorded in warrant equity.

Share-based Payment Transactions

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Restoration, Rehabilitation, and Environmental Obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss. The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

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

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Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Loss per Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Significant Accounting Estimates and Judgments

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

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

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Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical accounting estimates

- i. the estimated useful lives of property and equipment which are included in the consolidated statements of financial position and the related depreciation included in profit or loss;
- ii. the inputs used in accounting for share-based compensation expense in profit or loss;
- iii. the assessment of indications of impairment of each mineral property and related determination of the net realizable value and write-down of those properties where applicable; and,

Critical accounting judgments

- i. The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.
- ii. The analysis of the functional currency for each entity of the Company. In concluding that the Canadian dollar is the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. As no single currency was clearly dominant the Company also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

New Accounting Standards and Interpretations

In 2011, the International Accounting Standards Board issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company has not yet begun the process of assessing the impact that the new and amended standards and interpretations will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new and amended standards and interpretations:

IFRS 9 – Financial Instruments

IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The Company is yet to assess IFRS 9's full impact and intends to adopt IFRS 9 no later than the accounting period beginning on or after January 1, 2015.

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Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

IFRS 10 – Consolidation

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation—Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements. The standard is applicable for annual periods beginning on or after January 1, 2013, with earlier application permitted.

IFRS 11 - Joint Arrangements

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers. The standard is applicable for annual periods beginning on or after January 1, 2013, with earlier application permitted.

IFRS 12 – Disclosure of Interests in Other Entities

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The standard is applicable for annual periods beginning on or after January 1, 2013, with earlier application permitted.

IFRS 13 - Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. The standard is applicable for annual periods beginning on or after January 1, 2013, with earlier application permitted.

3. SHORT-TERM INVESTMENTS

As at June 30, 2012 the Company held the following:

	June 30, 2012	
	Maturity	Amount
Guaranteed Investment Certificate		
- Prime minus 2.05% annual interest rate	June 10, 2013	\$200,000

The Company did not hold any short term investments as at December 31, 2011.

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Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2012 and 2011

(Unaudited - Expressed in Canadian Dollars)

4. PROPERTY AND EQUIPMENT

	Computer Software \$	Geological Equipment \$	Total \$
Cost			
Balance at December 31, 2011	20,893	10,120	31,013
Additions	-	-	-
Balance at June 30, 2012	20,893	10,120	31,013
Accumulated Depreciation			
Balance at December 31, 2011	-	5,903	5,903
Depreciation	-	2,530	2,530
Balance at June 30, 2012	-	8,433	8,433
Carrying Amount			
At December 31, 2011	20,893	4,217	25,110
At June 30, 2012	20,893	1,687	22,580

5. MINERAL PROPERTY INTERESTS

The schedule below summarizes the carrying costs of acquisition costs to date for each mineral property interest that the Company is continuing to explore as at June 30, 2012 and December 31, 2011:

Acquisition Costs

	Argentina					Total
	Santa Barbara \$	Anit \$	Ivana \$	Sierra Colonia \$	Other \$	\$
Balance – December 31, 2011	814,430	956,440	16,530	21,723	994,032	2,803,155
Additions						
Land payments and staking fees	-	-	-	3,451	11,438	14,889
Disposals	-	-	-	-	(4,702)	(4,702)
	-	-	-	3,451	6,736	10,187
Balance – June 30, 2012	814,430	956,440	16,530	25,174	1,00,768	2,813,342

Blue Sky Uranium Corp.

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5. MINERAL PROPERTY INTERESTS (continued)

The schedules below summarizes the carrying costs of all exploration expenditures incurred to date for each mineral property interest that the Company is continuing to explore as at June 30, 2012 and June 30, 2011:

	Argentina					Total \$
	Santa Barbara \$	Anit \$	Ivana \$	Sierra Colonia \$	Other \$	
Cumulative exploration costs – December 31, 2011	894,994	3,640,863	1,078,753	193,995	451,473	6,260,078
Expenditures during the period:						
Assays	-	-	4,587	1,605	480	6,672
Community relations	-	-	8,575	2,703	1,740	13,018
Drilling	-	-	-	-	7,329	7,329
Geophysics	-	-	14,459	4,837	2,932	22,228
Office	1,145	1,305	55,781	7,989	7,848	74,068
Salaries and contractors	-	1,305	169,457	51,295	15,734	237,791
Supplies and equipment	-	-	39,669	11,591	2,046	53,306
Transportation	-	-	25,322	6,036	1,329	32,687
Statutory taxes	68	156	18,992	5,142	2,356	26,714
	1,213	2,766	336,842	91,198	41,794	473,813
Cumulative exploration costs – June 30, 2012	896,207	3,643,629	1,415,595	285,193	493,267	6,733,891
	Argentina					Total \$
	Santa Barbara \$	Anit \$	Ivana \$	Sierra Colonia \$	Other \$	
Cumulative exploration costs – December 31, 2010	845,575	3,390,802	-	-	41,844	4,278,221
Expenditures during the period:						
Assays	202	2,091	1,470	6,818	765	11,346
Community relations	-	-	-	-	-	-
Drilling	251	335	251	977	977	2,791
Geophysics	7,568	72,890	50,933	36,213	42,008	209,612
Office	32,474	58,458	254,158	87,469	61,144	493,703
Salaries and contractors	2,208	3,169	69,403	19,807	7,062	101,649
Supplies and equipment	2,300	6,053	35,332	17,142	6,644	67,471
Transportation	4,159	92,920	38,035	15,566	10,961	161,641
Statutory taxes	49,162	235,916	449,582	183,992	129,561	1,048,213
	49,162	235,916	449,582	183,992	129,561	1,048,213
Cumulative exploration costs – June 30, 2011	894,737	3,626,718	449,582	183,992	171,405	5,326,434

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5. MINERAL PROPERTY INTERESTS (continued)

a) Anit Property

The Company owns a 100% interest in the 260 km² Anit uranium property, which lies to the south of, and is contiguous with, the Santa Barbara Property in the Province of Rio Negro, Argentina.

b) Santa Barbara Property

The Company owns a 100% interest in the 476 km² Santa Barbara uranium property in the Province of Rio Negro, located in the northern Patagonia region of Argentina.

c) Ivana Property

The Company owns a 100% interest in the 713 km² Ivana uranium property in the San Jorge Basin, Province of Rio Negro, located in the northern Patagonia region of Argentina.

d) Sierra Colonia Property

The Company owns a 100% interest in the 399 km² Sierra Colonia property in the central part of the province of Chubut, Argentina.

6. EXPLORATION ADVANCES

On January 4, 2012, the Company entered into a Memorandum of Understanding (“MOU”) with AREVA Mines (“AREVA”) to jointly explore for uranium deposits in Argentina. Under the terms of the MOU the following commitments have been made (amounts in CAD\$):

- (i) AREVA can select one or two projects and earn 51% interest by:
 - i. Funding \$1 million in exploration in year one.
 - ii. Funding \$2 million in exploration in year two.
 - iii. Funding \$3 million in year three on the project AREVA selects if only one project is selected, or
 - iv. Funding a total of \$4 million in exploration on two projects if AREVA selects two projects.
- (ii) At the end of year two, the Company will retain a 100% interest in all projects except the one (or two) project(s) AREVA selects to earn a 51% interest.
- (iii) On newly acquired uranium targets in Argentina that are not listed in this MOU, AREVA can elect to earn a 51% interest by funding \$1 million in exploration on each new target.
- (iv) For any non-uranium discoveries made the Company will retain a 100% interest.

As at June 30, 2012, the Company has \$272,453 (December 31, 2011 - \$Nil) in advances for exploration activities not yet incurred.

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7. SHARE CAPITAL AND RESERVES

Authorized Share Capital

At June 30, 2012, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Capital Restructuring

On April 2, 2012, the Company received approval by the TSX Venture Exchange and the Company's shareholders for the consolidation of the Company's issued and outstanding common shares on the basis of ten (10) pre-consolidation shares for one (1) post-consolidation share.

Issued Share Capital

At June 30, 2012, the issued share capital comprised 8,701,989 common shares (December 31, 2011 – 87,019,896).

Merger

On May 22, 2012, the Company and Windstorm Resources Inc. ("Windstorm") signed an arrangement agreement that provides for a merger of the two companies (the "Transaction"). The proposed structure of the Transaction involves a plan of arrangement whereby Blue Sky will acquire from the shareholders of Windstorm 100% of the outstanding common shares of Windstorm in exchange for common shares of Blue Sky, and Windstorm will as a result become a wholly-owned subsidiary of Blue Sky. The resulting company will have the name of Blue Sky Uranium Corp.

Blue Sky will issue to each shareholder of Windstorm 0.38868 of a common share in the capital of Blue Sky in exchange for each Windstorm common share held by such shareholder (the "Share Exchange Ratio"). No fractional shares of Blue Sky will be issued, and fractions will be rounded down to the nearest lower whole share. Based on the 20,582,550 common shares of Windstorm outstanding on the date hereof, Windstorm shareholders would receive 8,000,025 common shares of Blue Sky under the Transaction, representing approximately 48% of Blue Sky's outstanding shares on completion of the Transaction (based on Blue Sky's 8,701,989 outstanding common shares on the date hereof). The holders of outstanding stock options and warrants of Windstorm will be entitled to receive equivalent stock options and warrants of Blue Sky as adjusted by the Share Exchange Ratio.

On June 28, 2012, the Company received shareholder approval for the closing of the Transaction. See Subsequent Event note 14 for details of final closing of the Transaction.

Details of Private Placement Issues of Common Shares in 2012 and 2011

In May 2011, the Company completed a non-brokered private placement consisting of 5,800,500 units at a price of \$0.18 per unit for gross proceeds of \$1,044,090. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.25 per share for 18 months from the date of issue of the warrant. Finders' fees were \$35,633 of cash and 197,960 warrants exercisable into common shares at \$0.25 per share for 18 months having a fair value of \$17,865. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 1.64%; expected stock price volatility – 99.32%; dividend yield of 0%, and expected warrant life of 1.48 years.

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7. SHARE CAPITAL AND RESERVES (continued)

In December 2011, the Company completed a non-brokered private placement consisting of 1,550,000 units at a price of \$0.10 per unit for gross proceeds of \$155,000. Each unit consisted of one common share and one-half common share purchase warrant. Each full warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.15 per share for 18 months from the date of issue of the warrant. Finders' fees were \$2,100 of cash and 21,000 warrants exercisable into common shares at \$0.15 per share for 18 months having a fair value of \$638. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 0.95%; expected stock price volatility – 102.66%; dividend yield of 0%, and expected warrant life of 1.48 years.

Share Purchase Option Compensation Plan

The Company has a share purchase option plan (the "Plan") approved by the Company's shareholders that allows it to grant share purchase options, subject to regulatory terms and approval, to its officers, directors, employees and service providers. The Plan is based on the maximum number of eligible shares equaling a rolling percentage of 10% of the Company's outstanding common shares, calculated from time to time. If outstanding share purchase options are exercised or expire, and/or the number of issued and outstanding common shares of the Company increases, then the share purchase options available to grant under the Plan increase proportionately.

The exercise price of each share purchase option is set by the Board of Directors at the time of grant but cannot be less than the market price less allowable discounts in accordance with the policies of the TSX Venture Exchange. Share purchase options granted vest immediately, are subject to a four-month hold period and are exercisable for a period of five years.

The continuity of share purchase options for the six months ended June 30, 2012 is as follows:

Expiry date	Exercise Price	December 31, 2011	Granted	Expired/ forfeited	Capital restructuring	June 30, 2012	Options exercisable
February 10, 2012	\$6.60	75,000	-	(75,000)	-	-	-
June 1, 2012	\$10.00	215,000	-	(215,000)	-	-	-
January 25, 2013	\$4.00	15,000	-	-	(13,500)	1,500	1,500
May 6, 2014	\$1.50	1,465,000	-	(210,000)	(1,129,500)	125,500	125,500
July 6, 2014	\$1.50	300,000	-	-	(270,000)	30,000	30,000
July 22, 2014	\$1.80	75,000	-	-	(67,500)	7,500	7,500
December 9, 2014	\$6.50	715,000	-	(50,000)	(598,500)	66,500	66,500
March 15, 2015	\$7.30	100,000	-	-	(90,000)	10,000	10,000
October 5, 2015	\$2.60	3,220,000	-	(175,000)	(2,740,500)	304,500	304,500
October 29, 2015	\$2.50	75,000	-	-	(67,500)	7,500	7,500
May 31, 2016	\$2.20	600,000	-	-	(540,000)	60,000	30,000
September 25, 2016	\$1.00	200,000	-	-	(180,000)	20,000	20,000
		7,055,000	-	(725,000)	(5,697,000)	633,000	603,000
Weighted average exercise price		\$0.30	-	\$0.52	-	\$2.72	\$2.74
Weighted average contractual remaining life (years)		3.3	-	-	-	2.9	2.9
Weighted average share price on exercise		-	-	-	-	-	-

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7. SHARE CAPITAL AND RESERVES (continued)

The continuity of share purchase options for six months ended June 30, 2011 is as follows:

Expiry date	Exercise Price	December 31, 2010	Granted	Exercised	Expired/ forfeited	June 30, 2011	Options exercisable
June 28, 2011	\$0.10	700,000	-	(700,000)	-	-	-
October 6, 2011	\$0.21	75,000	-	-	-	75,000	75,000
February 10, 2012	\$0.66	75,000	-	-	-	75,000	75,000
June 1, 2012	\$1.00	215,000	-	-	-	215,000	215,000
January 25, 2013	\$0.40	15,000	-	-	-	15,000	15,000
May 6, 2014	\$0.15	1,465,000	-	-	-	1,465,000	1,465,000
July 6, 2014	\$0.15	300,000	-	-	-	300,000	300,000
July 22, 2014	\$0.18	75,000	-	-	-	75,000	75,000
December 9, 2014	\$0.65	725,000	-	-	(10,000)	715,000	715,000
March 15, 2015	\$0.73	100,000	-	-	-	100,000	100,000
October 5, 2015	\$0.26	3,270,000	-	-	-	3,270,000	3,270,000
October 29, 2015	\$0.25	75,000	-	-	-	75,000	75,000
May 31, 2016	\$0.22	-	600,000	-	-	600,000	-
		7,090,000	600,000	(700,000)	(10,000)	6,980,000	6,380,000
Weighted average exercise price		\$0.29	\$0.22	\$0.10	\$0.65	\$0.30	\$0.31
Weighted average contractual remaining life (years)		3.7	4.9	0.20	-	3.7	3.6
Weighted average share price on exercise		-	-	\$0.21	-	-	-

The weighted average fair value of share purchase options granted during the six months ended June 30, 2012 is \$Nil (six months ended June 30, 2011 - \$0.17). Options were priced based on the Black-Scholes option pricing model using the following weighted average assumptions to estimate the fair value of options granted:

	Six months ended June 30,	
	2012	2011
Risk-free interest rate	-	1.44%
Expected option life in years	-	2.95
Expected share price volatility	-	161.44%
Grant date share price	-	\$0.21
Expected forfeiture rate	-	-
Expected dividend yield	-	-

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7. SHARE CAPITAL AND RESERVES (continued)

Warrants

The continuity of warrants for the six months ended June 30, 2012 is as follows:

Expiry date	Exercise Price	December 31, 2011	Granted	Exercised	Expired/ forfeited	Capital restructuring	June 30, 2012
August 27, 2012	\$3.50	5,698,810	-	-	-	(5,128,929)	569,881
November 8, 2012	\$2.50	5,998,460	-	-	-	(5,398,614)	599,846
June 5, 2013	\$1.50	696,000	-	-	-	(626,400)	69,600
June 15, 2013	\$1.50	100,000	-	-	-	(90,000)	10,000
		12,493,270	-	-	-	(11,243,943)	1,249,327
Weighted average exercise price		\$0.29	-	-	-	-	\$2.89

The continuity of warrants for the six months ended June 30, 2011 is as follows:

Expiry date	Exercise Price	December 31, 2010	Granted	Exercised	Expired/ forfeited	June 30, 2011
November 6, 2011	\$0.30	5,754,796	-	-	-	5,754,796
August 27, 2012	\$0.35	5,698,810	-	-	-	5,698,810
November 8, 2012	\$0.25	-	5,998,460	-	-	5,998,460
		11,453,606	5,998,460	-	-	17,452,066
Weighted average exercise price		\$0.32	\$0.25	-	-	\$0.30

8. RELATED PARTY BALANCES AND TRANSACTIONS

A number of key management personnel, or their related parties, hold positions in other entities that result in them have control or significant influence over the financial or operating policies of the entities outlined below.

The following entities transacted with the Company in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows:

Transactions	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	\$	\$	\$	\$
Services rendered:				
Grosso Group Management	86,100	151,500	179,100	303,000
R.H. McMillan Ltd. (b)	6,000	8,900	13,000	26,609
Total for services rendered	92,100	160,400	192,100	329,609

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8. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

- (a) On April 1, 2010, the Company entered into a Management Services Agreement (“Agreement”) with Grosso Group Management Ltd. (Grosso Group) to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group’s costs including its staff and overhead costs among the member companies. The initial fee based on expected usage is \$60,000 per month. This fee is reviewed and adjusted quarterly based on the level of services required. The Agreement expires on December 31, 2012. The Agreement contains termination and early termination fees in the event the services are terminated by the Company. The termination fee includes three months of compensation and any contractual obligations that Grosso Group undertook for the Company, up to a maximum of \$750,000. The early termination fees are the aggregate of the termination fee in addition to the lesser of the monthly fees calculated to the end of the term and the monthly fees calculated for eighteen months, up to a maximum of \$1,000,000.
- (b) R.H. McMillan Ltd. is a private company controlled by Ron McMillan, a director that provided geological services to the Company at market rates.

Key management personnel compensation

Compensation	Three months ended			Three months ended		
	Salaries	Share-based benefits	June 30, 2012	Salaries	Share-based benefits	June 30, 2011
	\$	\$	\$	\$	\$	\$
Chief Executive Officer	15,000	-	15,000	30,000	-	30,000
President	-	8,195	8,195	10,417	9,573	19,990
Chief Financial Officer	6,830	-	6,830	13,088	-	13,088
Total	21,830	8,195	30,025	53,505	9,573	63,078

Compensation	Six months ended			Six months ended		
	Salaries	Share-based benefits	June 30, 2012	Salaries	Share-based benefits	June 30, 2011
	\$	\$	\$	\$	\$	\$
Chief Executive Officer	30,000	-	30,000	60,000	-	60,000
President	19,787	8,195	27,982	10,417	9,573	19,990
Chief Financial Officer	13,660	-	13,660	26,176	-	26,176
Total	63,447	8,195	71,642	96,593	9,573	106,166

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9. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the three and six months ended June 30, 2012 and 2011 was based on the following:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Loss attributable to common shareholders (\$)	(165,102)	(976,340)	(352,539)	(1,876,590)
Weighted average number of common shares outstanding	8,701,989	8,263,562 ⁽¹⁾	8,701,989	8,087,120 ⁽¹⁾

⁽¹⁾ On April 2, 2012, the Company received approval by the TSX Venture Exchange and the Company's shareholders for the consolidation of the Company's issued and outstanding common shares on the basis of ten (10) pre-consolidation shares for one (1) post-consolidation share. Comparative periods have been retrospectively adjusted.

Diluted loss per share did not include the effect of 633,000 (June 30, 2011 – 698,000) share purchase options and 1,249,327 (June 30, 2011 – 1,745,206) common share purchase warrants as they are anti-dilutive.

10. OPERATING SEGMENTS

The Company is primarily involved in mineral exploration activities in Argentina. The Company is in the exploration stage and, accordingly, has no reportable segment revenues or operating revenues for the six months ended June 30, 2012.

The Company's total non-current assets are segmented geographically as follows:

	June 30, 2012		
	Canada	Argentina	Total
	\$	\$	\$
Property and equipment	-	22,580	22,580
Mineral property interests	-	2,813,342	2,813,342
	-	2,835,922	2,835,922

	December 31, 2011		
	Canada	Argentina	Total
	\$	\$	\$
Property and equipment	-	25,110	25,110
Mineral property interests	-	2,803,155	2,803,155
Deposit	60,000	-	60,000
	60,000	2,828,265	2,888,265

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11. COMMITMENT

	1 Year	2 Years	3 Years	4-5 Years	More than 5 Years
	\$	\$	\$	\$	\$
Management Services Agreement	341,100	-	-	-	-

On April 1, 2010, the Company entered into an Agreement with Grosso Group to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The current monthly fee is \$56,850 per month.

12. SUPPLEMENTARY CASH FLOW INFORMATION

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	\$	\$	\$	\$
Non-cash investing and financing activities				
Exercise of options	-	36,887	-	52,887
Share issue costs	-	17,865	-	17,865

13. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Fair Values

The Company's financial instruments consist of cash, amounts receivable and accounts payable. The fair value of cash, short-term investments, amounts receivable and accounts payable approximate their carrying values due to the immediate or short-term maturity of these financial instruments.

(b) Financial Instrument Risk Exposure

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash, short-term investments and amounts receivable. The Company has reduced its credit risk by depositing its cash and short-term investments with financial institutions that operate globally. The Company's receivables are with the government of Canada in the form of sales tax, the credit risk is minimal. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

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13. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (continued)

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due (Note 1). The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares and warrants to fund exploration programs and may require doing so again in the future.

Market risk

(i) *Currency risk*

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations include: US dollars and Argentine Pesos, all denominated in cash, amounts receivable and accounts payable. The sensitivity of the Company's net earnings and other comprehensive income to changes in the exchange rate between the Canadian dollar and the United States dollar and between the Canadian dollar and the Argentine Peso is summarized as follows:

- A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's net loss by \$1,224.
- A 10% change in the Argentinean peso exchange rate relative to the Canadian dollar would change the Company's net loss by \$21,421.

(ii) *Interest rate risk*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears no interest and short-term investments are redeemable at any time without penalty. The fair value of cash and short-term investments approximates their carrying values due to the immediate or short-term maturity of this financial instrument. Other current financial assets and liabilities are not exposed to interest rate risk because they are non-interest bearing.

(c) *Capital Management*

The Company's objectives of capital management are intended to safeguard the entity's ability to support the Company's normal operating requirements on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans.

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, reserves and deficit. The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the Company's assets.

To effectively manage the entity's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares to develop its mineral projects and may require doing so again in the future. The Company is monitoring market conditions to secure funding at the lowest cost of capital. The Company is exposed to various funding and market risks which could curtail its access to funds.

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14. SUBSEQUENT EVENTS

Merger

On July 3, 2012, the Company received all court, TSX Venture Exchange and regulatory approvals of the plan of Arrangement pursuant to which the Company would acquire all of the outstanding common shares of Windstorm and Windstorm would become a wholly-owned subsidiary of the Company. On July 5, 2012, the Company completed the business combination.

Private Placement Financing

On August 13, 2012, the Company announced a non-brokered private placement financing of 4,000,000 units at a price of \$0.10 per unit for gross proceeds of \$400,000. Each unit will consist of one common share and one transferable common share purchase warrant. Each full warrant will entitle the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.15 per share for two years from the date of issue.

On August 20, 2012, the Company closed the first tranche of the non-brokered private placement financing consisting of aggregate gross proceeds of \$313,000. The Company will issue 3,130,000 units at a price of \$0.10 per unit in the first tranche.