

**FLETCHER NICKEL INC.**  
(A Development and Exploration Stage Company)  
**Interim Financial Statements**  
For the three and nine months ended  
**September 30, 2009**  
(Unaudited)

# FLETCHER NICKEL INC.

(A Development and Exploration Stage Company)

## Interim Balance Sheets

	(unaudited) September 30, 2009	(audited) December 31, 2008
<b>Assets</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 12,159	\$ 519,830
Accounts receivable	4,756	33,998
Contractor advances	-	74,988
Prepaid expenses	10,421	28,421
	<u>27,336</u>	<u>657,237</u>
<b>Fixed Assets</b> (Note 5)	25,754	58,794
<b>Investment in Claim Lake Resources</b> - at cost	6,000	6,000
<b>Interest in Mineral Properties</b> (Note 6)	11,784,062	12,286,932
	<u>\$ 11,843,152</u>	<u>\$ 13,008,963</u>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable and accruals	\$ 247,668	\$ 384,697
<b>Long Term Liabilities</b>		
Convertible debenture (Note 7)	-	221,815
Preference shares - Series A (Note 8)	5,435,324	5,139,855
Preference shares - Series B (Note 8)	203,333	-
	<u>5,886,325</u>	<u>5,746,367</u>
<b>Total Liabilities</b>	<u>5,886,325</u>	<u>5,746,367</u>
<b>Shareholders' Equity</b>		
Common shares (Note 9)	9,630,041	8,808,291
Equity component convertible debenture (Note 7)	-	436,740
Preference shares - Series B (Note 8)	7,936	-
Warrants (Note 10)	14,000	1,330,888
Contributed surplus (Note 12)	2,447,659	1,116,771
Deficit	(6,142,809)	(4,430,094)
	<u>5,956,827</u>	<u>7,262,596</u>
<b>Total Equity</b>	<u>5,956,827</u>	<u>7,262,596</u>
	<u>\$ 11,843,152</u>	<u>\$ 13,008,963</u>
<b>Subsequent events (Note 15)</b>		

APPROVED ON BEHALF OF THE BOARD

, Director

, Director

# FLETCHER NICKEL INC.

(A Development and Exploration Stage Company)

## Interim Statements of Operations, Comprehensive Loss and Deficit (unaudited)

	3 Months Ending September 30,		9 Months Ending September 30,		Cumulative since inception
	2009	2008	2009	2008	
<b>Income</b>					
Interest Income	\$ -	\$ 10,766	\$ 383	\$ 71,775	\$ 107,293
<b>Expenditures</b>					
Accretion of preference shares (Note 8)	98,490	82,504	295,469	247,511	1,126,634
Accretion of convertible debentures (Note 7)	11,096	22,429	91,445	67,286	271,845
Administrative and general expenses	12,794	60,439	100,588	176,560	767,417
Amortization	3,259	1,050	5,424	2,950	11,288
Accounting, audit and legal	22,997	12,289	84,102	100,700	397,277
Consulting	7,500	34,949	57,883	104,599	623,535
Directors fees	-	-	-	42,000	42,000
Insurance	6,388	9,000	26,474	25,023	75,100
Interest on preference shares (Note 8)	100,000	100,000	305,000	300,000	1,371,527
Penalty on debenture conversion	-	-	-	-	126,000
Rent	7,410	14,843	32,738	23,942	167,572
Salaries and benefits	22,000	65,985	103,124	208,603	607,709
Stock-based compensation	-	6,300	-	6,300	1,103,361
Tax interest on flow-through funds	-	16,888	-	100,191	103,356
Warrant extension expense	-	-	-	180,000	83,800
Gain on settlement of debt	(88,731)	-	(88,731)	-	(88,731)
Write-down of mineral properties	699,582	-	699,582	-	699,582
	<u>902,785</u>	<u>426,676</u>	<u>1,713,098</u>	<u>1,585,665</u>	<u>7,489,272</u>
<b>Net loss before income taxes</b>	<b>(902,785)</b>	<b>(415,910)</b>	<b>(1,712,715)</b>	<b>(1,513,890)</b>	<b>(7,381,979)</b>
<b>Future income tax recovery</b>	<b>-</b>	<b>32,000</b>	<b>-</b>	<b>868,145</b>	<b>1,239,170</b>
<b>Net and comprehensive loss</b>	<b>(902,785)</b>	<b>(383,910)</b>	<b>(1,712,715)</b>	<b>(645,745)</b>	<b>(6,142,809)</b>
Deficit, beginning of period	<u>(5,240,024)</u>	<u>(4,032,690)</u>	<u>(4,430,094)</u>	<u>(3,770,855)</u>	-
<b>Deficit, end of period</b>	<b>\$ (6,142,809)</b>	<b>\$ (4,416,600)</b>	<b>\$ (6,142,809)</b>	<b>\$ (4,416,600)</b>	<b>\$ (6,142,809)</b>
<b>Loss per share - basic and diluted</b>	<b>\$ (0.04)</b>	<b>\$ (0.02)</b>	<b>\$ (0.07)</b>	<b>\$ (0.03)</b>	
<b>Weighted average number of shares outstanding during the period - basic and diluted</b>	<b>24,947,904</b>	<b>23,031,600</b>	<b>23,677,388</b>	<b>22,749,118</b>	

# FLETCHER NICKEL INC.

(A Development and Exploration Stage Company)

Interim Statements of Cash Flows

(unaudited)

	3 Months Ending September 30,		9 Months Ending September 30,		Cumulative since inception
	2009	2008	2009	2008	
<b>Cash derived from (applied to)</b>					
<b>Operating activities</b>					
Net loss	\$ (902,785)	\$ (383,910)	\$ (1,712,715)	\$ (645,745)	\$ (6,142,809)
Less: Operating items not involving cash					
Amortization	3,259	1,050	5,424	2,950	11,288
Accretion of preference shares	98,490	82,504	295,469	247,511	1,126,634
Accretion of convertible debenture	11,096	22,429	91,445	67,286	271,845
Non-cash interest payments	100,000	-	300,000	-	425,000
Non-cash consulting fees	-	-	-	-	25,939
Penalty on debenture	-	-	-	-	126,000
Stock-based compensation	-	6,300	-	6,300	1,103,361
Warrant extension expense	-	-	-	180,000	83,800
Gain on settlement of debt	(88,731)	-	(88,731)	-	(88,731)
Write-down of mineral properties	699,582	-	699,582	-	699,582
Future income tax recovery	-	(32,000)	-	(868,145)	(1,239,170)
Change in non cash working capital					
(Increase) Decrease accounts receivable	6,089	18,098	29,242	4,214	(4,736)
(Increase) Decrease in prepaid expenses	-	21,371	18,000	(14,918)	(10,421)
Decrease in contractor advances	-	17,000	74,988	59,500	-
Increase in accounts payable	6,690	(78,190)	(137,028)	138,964	(51,106)
	<b>(66,310)</b>	<b>(325,348)</b>	<b>(424,324)</b>	<b>(822,083)</b>	<b>(3,663,524)</b>
<b>Financing activities</b>					
Issuance of common shares	70,000	-	70,000	-	9,439,700
Issuance of special warrants	-	-	-	-	1,080,400
Issuance of warrants	14,000	-	14,000	-	58,000
Share issuance costs	-	-	-	-	(1,435,825)
Issue of convertible debenture	-	-	-	-	750,000
Advances from shareholders	(54,000)	-	-	-	100,000
	<b>30,000</b>	<b>-</b>	<b>84,000</b>	<b>-</b>	<b>9,992,275</b>
<b>Investing activities</b>					
Interest in mineral properties	(17,184)	(1,417,862)	(196,347)	(3,639,535)	(6,254,200)
Investment in Claim Lake resources	-	-	-	-	(6,000)
Purchase of fixed assets	-	(3,399)	-	(83,858)	(85,392)
Sale of fixed assets	-	-	29,000	-	29,000
	<b>(17,184)</b>	<b>(1,421,261)</b>	<b>(167,347)</b>	<b>(3,723,393)</b>	<b>(6,316,592)</b>
<b>Increase (decrease) in cash</b>	<b>(53,494)</b>	<b>(1,746,609)</b>	<b>(507,671)</b>	<b>(4,545,476)</b>	<b>12,159</b>
<b>Cash at beginning of period</b>	<b>65,653</b>	<b>3,135,767</b>	<b>519,830</b>	<b>\$5,934,634</b>	<b>-</b>
<b>Cash at end of period</b>	<b>\$ 12,159</b>	<b>\$1,389,158</b>	<b>\$ 12,159</b>	<b>\$1,389,158</b>	<b>\$ 12,159</b>

**FLETCHER NICKEL INC.**  
**(A Development Stage Company)**  
**Notes to the Unaudited Interim Financial Statements**  
**For the nine months ended September 30, 2009**

**1. NATURE OF OPERATIONS AND GOING CONCERN**

Fletcher Nickel Inc. (the "Company") is a development stage company and currently has interests in exploration and development properties in Canada. Substantially all of the Company's efforts are devoted to financing and developing these properties. There has been no determination whether the Company's interests in mineral properties contain mineral reserves which are economically recoverable.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

The Company has a need for equity capital and financing in order to explore and develop its properties and for working capital requirements. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing during 2009. It is not possible to predict whether financing efforts will be successful and management cannot provide assurance that it will be able to obtain the required financing.

**2. BASIS OF PRESENTATION**

The unaudited interim financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles ("GAAP"). The preparation of the financial statements is based on accounting policies and practices consistent with those used in the preparation of the audited annual financial statements except as noted below. The accompanying unaudited interim financial statements should be read in conjunction with the notes to the Company's audited financial statements for the year ended December 31, 2008, since they do not contain all disclosures required by GAAP for annual financial statements. These unaudited interim financial statements reflect all normal and recurring adjustments which are, in the opinion of management, necessary for a fair presentation of the respective interim periods presented.

**FLETCHER NICKEL INC.**  
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**3. CAPITAL MANAGEMENT**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital to be equity, which is comprised of common shares, equity component of convertible debentures, preference shares, warrants, contributed surplus and deficit, which at September 30, 2009 totalled \$5,956,827 (December 31, 2008 - \$7,262,596).

The Company is subject to external restrictions on its capital. The Company is required to make quarterly dividend payments on its preferred shares and has entered into an agreement for alternate payment of the dividends payable on the series A preferred shares until February 15, 2010 (see Note 8). As well, these series A preferred shares will be required to be repaid in 2014. Failure to meet these requirements may result in the loss of the New Texmont property (see Note 6). The company does not have any other external restrictions on its capital.

Several properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended September 30, 2009.

**4. FINANCIAL RISK FACTORS**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

**Credit risk**

The Company's credit risk is primarily attributable to accounts receivables included in current assets. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents consist of bank deposits which have been invested with or purchased from reputable financial institutions, from which management believes the risk of loss to be remote.

**Liquidity risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2009, the Company had cash and cash equivalents of \$12,159 (December 31, 2008 - \$519,830) to settle current liabilities of \$247,668 (December 31, 2008 - \$384,697). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

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**4. FINANCIAL RISK FACTORS (continued)**

**Market risk**

**(a) Interest rate risk**

The Company has cash balances, convertible debentures and preference shares bearing fixed interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company's convertible debentures and preference shares are at fixed interest rates and, therefore, the Company's exposure to interest rate risk over the term of the debentures and preference shares is minimal.

**(b) Foreign currency risk**

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US dollars on a cash call basis using US dollar currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

**(c) Fair value**

Canadian generally accepted accounting principles require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying value of cash and equivalents, accounts receivable, accounts payable and accruals and dividend payable approximates fair value due to the relatively short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

As at September 30, 2009, the fair value of the Series A preference shares, estimated using a discounted cash flow model and a discount rate of 15% is \$5,435,324 and the fair value of the Series B preference shares, estimated using a discounted cash flow model and a discount rate of 15% is \$203,333.

**Sensitivity analysis**

The Company has designated its cash and cash equivalents and short term investments as held-for-trading, which are measured at fair value. Accounts payable and accruals are classified as other financial liabilities, which are measured at amortized cost.

The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

Price risk is remote since the Company is not a revenue producing entity.

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**5. FIXED ASSETS**

	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Net September 30, 2009</b>	<b>Net December 31, 2008</b>
Office furniture	\$ 21,654	\$ 7,578	\$ 14,076	\$ 17,324
Vehicles	27,708	16,030	11,678	41,470
	<b>\$ 49,362</b>	<b>\$ 23,608</b>	<b>\$ 25,754</b>	<b>\$ 58,794</b>

**6. INTEREST IN MINERAL PROPERTIES**

	<b>Balance September 30, 2009</b>	<b>Additions (Deductions) During Period</b>	<b>Balance December 31, 2008</b>
<b>New Texmont Project</b>			
Acquisition Costs	\$ 7,345,653	\$ 1,750	\$ 7,343,903
Airborne geophysics	77,000	-	77,000
Assaying	234,291	12,001	222,290
Depreciation	19,349	(1,385)	20,734
Drilling	2,529,225	1,811	2,527,414
Engineering studies	67,316	23,168	44,148
Environmental studies	319,024	25,682	293,342
Field office expense	145,992	30,047	115,945
Geology	1,136,048	39,008	1,097,040
Ground geophysics	281,497	4,900	276,597
Lease rental and land taxes	3,391	564	2,827
Metallurgical testing	12,749	7,596	5,153
Project management	320,892	22,420	298,472
Project planning and reports	85,790	29,150	56,640
Surveying	7,890	-	7,890
Sale of concentrates	(102,463)	-	(102,463)
Write-down (Note 15a))	(699,582)	(699,582)	-
	<b>\$ 11,784,062</b>	<b>\$ (502,870)</b>	<b>\$ 12,286,932</b>

- (a) The New Texmont Project is comprised of fourteen mining leases expiring February 28, 2017, plus 53 adjoining mineral claims totaling 548 claim units. The mining leases are located 42 kilometres south of Timmins, Ontario, in Geikie and Bartlett Townships. The adjoining mineral claims extend into Bartlett, McArthur, English, Semple, Hutt, Zavitz and Montrose Townships. The leases cover a surface area of 188 hectares and the mineral claims cover a surface area of 8,768 hectares. Under various option terms, minerals recovered from the leases and the claims will be subject to royalties payable to prior holders. A 1.5% net smelter royalty is payable on minerals recovered from the claims but may be reduced to 0.5% for specified fixed-price payments. A 3% net smelter royalty is payable on minerals recovered from the leases during the first three years of commercial production, after which 5% is payable. However, royalties from the leases are halved upon payment of \$2 million.

**FLETCHER NICKEL INC.**  
**(A Development Stage Company)**  
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**6. INTEREST IN MINERAL PROPERTIES (Continued)**

- (b) On May 2, 2008 the company entered into an option agreement to acquire 88 additional claim units adjacent to its properties for 600,000 shares, \$600,000 payable in eight equal quarterly instalments, and \$325,000 payable in shares on May 15, 2009, at 95% of their weighted average price over the prior 20 trading days. Prior to December 31, 2008, this agreement was amended. The new terms require payment in the amount of \$250,000 in the first year; \$300,000 in the second year; and, \$50,000 in the third year. The Company may, at any time prior to the commercial production of any part of the optioned property, purchase two-thirds of the 1.5% net smelter royalty on the property for \$1,000,000. Pursuant to this agreement, the company issued 600,000 common shares on May 8, 2008 at a value of \$390,000 and made payments of \$175,000. See Subsequent Event (Note 15(a)).
- (c) On July 6, 2009 the Company entered into an option agreement to acquire a majority operating interest in 183 claim units adjoining its properties. The Company may earn a 55% joint venture interest in the claim group by completing \$1,000,000 of exploration expenditures over four years and issuing 50,000 shares annually until the interest is earned. A minimum of \$150,000 of such exploration expenditures must be incurred in the first year; \$200,000 in the second year; \$250,000 in the third year; and, \$400,000 in the fourth year. The Company may purchase one-half of a 2% net smelter royalty on the property, should the optionor's interest in the joint venture dilute below 10%, for \$1,000,000. On July 9, 2008 the Company delivered confirmation of having incurred exploration expenditures exceeding the first year's requirement, together with 50,000 common shares (Note 9(a)).

**7. CONVERTIBLE DEBENTURE**

On January 4, 2006 the company issued for cash a \$750,000 principal amount special note, convertible into a \$750,000 principal amount unsecured convertible debenture and an aggregate of 1,500,000 common share purchase warrants, each such warrant entitling the holder to purchase one common share at \$0.65 until January 4, 2008. The special note was converted on March 15, 2006 and the \$750,000 principal amount unsecured convertible debenture and 1,500,000 warrants were issued upon such conversion. The fair value of the warrants was determined to be \$211,845. These warrants were exercised on May 22, 2007. The unsecured convertible debenture matures March 14, 2011, bears interest at 4% per annum and may be converted by the holder at any time into an aggregate of up to 1,500,000 units of the company at a deemed price of \$0.50 per unit. Each unit will comprise one common share and one common share purchase warrant, each such warrant entitling the holder to purchase one common share at \$0.65. In addition, compensation warrants were issued to an agent entitling it to purchase up to 150,000 common shares of the Company at \$0.50 each at any time prior to January 4, 2008. These warrants expired unexercised.

The components of these financial instruments consisting of the debenture, warrants and conversion features were valued on a pro-rata basis based on the relative fair values of each component. The fair value of the debenture was estimated by discounting the future cash flows at an interest rate applicable to non-convertible debt. The fair value of the warrants was determined using the Black-Scholes option pricing model assuming a risk-free interest rate of 3.97% on the date of issue, an expected life of 2 years, a volatility of 85% and dividends of \$Nil. The fair value of the conversion was similarly valued, with the exception of an expected life of 5 years.

The debt component of the unsecured convertible debenture was accreted to its face value up to its conversion date. The accretion of the convertible debenture for the period January 1, 2009 to August 20, 2009 was calculated to be \$91,445 and 1,500,000 common shares were delivered in discharge of the debenture (Note 9(c)). No warrants were delivered as the time within which they might be exercised had expired when the debenture was discharged.

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**8. PREFERENCE SHARES**

The Series A preference shares entitle the holder to receive a 5% per share fixed cumulative annual preferential cash dividend, payable in quarterly installments on the fifteenth (15<sup>th</sup>) day of February, May, August and November. The Company may at any time, upon a minimum 14 days notice, redeem all or part of the Series A preference shares at a price of \$1.00 per share, together with unpaid dividends accrued to the date of redemption. On the eighth anniversary date of issuance, March 15, 2014, the Company must redeem all of the Series A preference shares at a price of \$1.00 per share, together with unpaid dividends accrued to the date of redemption.

The value of the Series A preference shares has been determined by discounting the future interest payments until March 15, 2014 at a discount rate of 15% which represents the borrowing rate available to the Company for similar instruments of debt having no conversion rights.

The Company accretes the value assigned to the par value of \$8,000,000. Dividend expense related to the Series A preference shares is recorded as interest. For the nine months ended September 30, 2009, the Company recorded \$295,469 of accretion expense (2008 - \$247,511) and \$300,000 of dividends as interest expense (2008 - \$300,000). In addition, \$5,000 of interest expense was paid as a penalty for late payment of the February 15, 2009 dividend payment which had been deferred to April 15, 2009.

The Company has deposited an executed re-assignment of the mining lease with an escrow agent. New Texmont Explorations Limited ("NTE") may require delivery of the re-assignment by the escrow agent in exchange for delivery of the preferred shares for cancellation, at any time the company has failed to cure a default in payment of the preferred share dividends within thirty days of a notice of default from NTE. The Company may also require NTE to deliver the preferred shares for cancellation at any time it wishes to relinquish and re-assign the mining leases.

On March 24, 2009, the Company arranged to issue 500,000 Series B preference shares to satisfy the dividends due to the Series A preference shareholder in amounts of 100,000 on the 15<sup>th</sup> day of April, May, August and November 2009 and February 2010. Each Series B preference share will be redeemable at \$1 on or before March 15, 2014, will entitle the holder to receive a 5% cumulative annual preferential cash dividend payable quarterly, and will be convertible into 2.5 common shares at any time prior to redemption. 300,000 Series B preference shares were issued as at September 30, 2009 for payment of the April, May and August, 2009 dividends due.

The components of these Series B preference shares consisting of the debenture and conversion features were based on the relative fair value of each component. The fair value of the debenture was estimated by discounting the future cash flows at an interest rate applicable to non-convertible debt. The fair value of the conversion was determined using the Black- Scholes option pricing model assuming a risk-free rate of 1.95% on the date the Company announced the agreement, an expected life of 4.5 years, a volatility of 85% and dividends of \$nil.



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**11. OPTIONS**

The Company's Stock Option Plan (the "Stock Option Plan") provides for the granting of stock options to directors, officers, employees and consultants of the Company. Share options are granted for a term not to exceed five years at exercise prices not less than the closing sale price of the shares on the TSX on the trading day immediately preceding the date options are granted, and are not transferrable. The plan is administered by the Board of Directors, which determines individual eligibility under the Plan, number of shares reserved for optioning to each individual, the exercise price and the term. The maximum number of shares of the Company that are issuable pursuant to the Plan is limited to 10% of the issued shares.

During the nine months ended September 30, 2009, 450,000 options expiring November 29, 2012 were forfeited.

**Options Outstanding**

<b>Number of Options</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
50,000	0.70	August 11, 2010
1,450,000	0.70	November 29, 2012
150,000	0.75	December 12, 2012
30,000	0.75	March 24, 2013
<u>1,680,000</u>		

**12. CONTRIBUTED SURPLUS**

Balance, December 31, 2008	<b>\$ 1,116,771</b>
Expiry of warrants (Note 10)	<u>1,330,888</u>
Balance, September 30, 2009	<u><b>\$ 2,447,659</b></u>

**13. RELATED PARTY TRANSACTIONS AND BALANCES**

	<b>September 30, 2009</b>
<b>Balances:</b>	
Due to directors and officers	<b>\$ 4,200</b>
Amount included in accounts payable, due to a law firm of which a partner is a director of the Company	<u>44,144</u>
	<u><b>\$ 48,344</b></u>
<b>Transactions:</b>	
Management fees paid to directors and officers	<b>\$ 25,050</b>
Legal fees incurred to a law firm of which a partner is a director of the Company	<u>44,999</u>
	<u><b>\$ 70,049</b></u>

Amounts due to directors and officers are non-interest bearing, have no set terms of repayment and are due on demand. All transactions were made in the normal course of business and are measured at the exchange amount.

**FLETCHER NICKEL INC.**  
**(A Development Stage Company)**  
**Notes to the Unaudited Interim Financial Statements**  
**For the nine months ended September 30, 2009**

**14. FUTURE ACCOUNTING CHANGES**

**International Financial Reporting Standards (IFRS)**

In January 2006, the CICA Accounting Standards Board adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with IFRS by 2011. The Company's changeover plan to adopt IFRS encompasses review of and possible changes to its accounting policies, information technology and data systems, internal control over financial reporting, disclosure controls and procedures, financial expertise and training and certain business matters, such as compensation arrangements. The Company is in the early stages of assessing the impact of the various elements of the changeover plan.

**Business Combinations, Consolidated Financial Statements and Non-Controlling Interests**

The CICA issued the following new accounting standards which will become effective for fiscal years beginning in January 1, 2011. Section 1582, Business Combinations, replaces section 1581. Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests replace the previous consolidation guidance in section 1600.

Section 1582 amends standards for the measurement, presentation and disclosure of a business combination. A number of changes are specified, including: an expanded definition of a business, a requirement to measure all business combinations at fair value, a requirement to measure non-controlling interests at fair value, and a requirement to recognize acquisition-related costs as expenses.

These standards will require a change in the measurement of non-controlling interests and will require the non-controlling interest to be presented as part of shareholders equity on the balance sheet. In addition, net earnings will include 100% of the subsidiary's results.

These new standards are harmonized with international standards. Early adoption is permitted. The Company is currently assessing the impact of these new accounting standards on its Financial Statements.

**15. SUBSEQUENT EVENTS**

- (a) On October 13, 2009, the Company and Pele Mountain Resources Inc. effected a termination of the option agreement between them dated May 2, 2008, as amended November 15, 2008. (Note 6(b)). As at September 30, 2009 the company has written off the option payments of \$565,000 and exploration expenses on the optioned property of \$134,582.
- (b) On October 23, 2009, the company entered into a letter of intent for a merger with Atlas Precious Metals Inc (APMI) whose primary asset is a 65% joint venture interest in the Karachipampa lead-silver smelter outside of Potosi, Bolivia. The terms of the letter of intent contemplate the issue of four Fletcher treasury shares for each outstanding APMI share (before a 4-for-1 consolidation) conditional on, among other things, Fletcher's and APMI's Board and shareholder approvals, Toronto Stock Exchange (TSX) and all other regulatory approvals, a coincident financing of at least \$20 million and the merged company's consolidated shares continuing to be listed on the TSX. Outstanding warrants and options of both companies would be continued based on the consolidation ratio adjustment. Fletcher's current shareholders would own approximately 9.5% and current APMI shareholders would own approximately 90.5% of the merged company before financing (6,482,900 shares of 68,225,990 then outstanding).
- (c) On October 30, 2009 the Toronto Stock Exchange advised that it will delist the Company's shares effective at the close of market on November 30, 2009 for failure of the Company to meet continued listing requirements by maintaining the threshold of minimum market value of its listed common shares.