#### **RIO CRISTAL RESOURCES CORPORATION**

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited – Prepared by Management)

Nine months Ended December 31, 2013 and 2012

**EXPRESSED IN US DOLLARS** 

#### Reader's Note:

These unaudited condensed interim consolidated financial statements for the nine months ended December 31, 2013 and 2012 of Rio Cristal Resources Corporation ("Rio Cristal" or the "Company") have been prepared by Management and have not been reviewed by the Company's auditors.

## Rio Cristal Resources Corporation (An exploration stage company)

### **Interim Consolidated Statements of Financial Position**

(Expressed in US dollars)

|  | Note   | December 31,<br>2013<br>\$    | March 31,<br>2013<br>\$ |
|--|--------|-------------------------------|-------------------------|
| ASSETS   |        |                               |                         |
| Current  |        |                               |                         |
| Cash   |        | 16,816                        | 8,240                   |
| Amounts receivable   |        | 827                           | 30,297                  |
| Prepaid expenses   |        | <u> </u>                      | 11,368                  |
|  |        | 17,643                        | 49,905                  |
| Plant and Equipment  | 4      | -                             | 29,934                  |
|  |        | 17,643                        | 79,839                  |
| Current  Accounts payable and accrued liabilities  Due to related parties  Loans payable | 9<br>6 | 392,856<br>592,952<br>360,240 | 129,123<br>796,949      |
| . ,  |        | 1,346,048                     | 926,072                 |
| Derivative liability – warrants  | 7      | 1,381                         | 71,071                  |
|  |        | 1,347,429                     | 997,143                 |
| SHAREHOLDERS' EQUITY (DEFICIT)   |        |                               |                         |
| Share capital  | 8      | 20,478,240                    | 19,978,240              |
| Shares issuable  | -      | -                             | 500,000                 |
| Contributed surplus  |        | 2,142,862                     | 2,133,400               |
| Deficit  |        | (23,950,888)                  | (23,528,944)            |
|  |        | (1,329,786)                   | (917,304)               |
|  |        | 17,643                        | 79,839                  |

Nature of Operations (note 1) Going Concern (note 2) Contingency (note 11)

#### ON BEHALF OF THE BOARD:

Signed "Tom Findley" Director Signed "Miguel Cardozo" Director

## Rio Cristal Resources Corporation (An exploration stage company)

## Interim Consolidated Statements of Loss and Comprehensive Loss (Expressed in US dollars)

| Operating Expenses  Amortization 4 - Exploration and evaluation costs 5 13,490 General office expenses 39,872 Investor relations 184 Professional fees 32,271 Salaries and consulting 7,500 Share-based compensation 8 2,789 Travel -  Loss before other items 96,106  Impairment of equipment 4 16,215 Gain on disposal of equipment - Change in fair market value of warrants 7 (10,970) Finance income (20) Finance expense 7,153 Foreign exchange (gain) loss (11,025)  Net Loss and Comprehensive Loss for the Period 97,459  Loss per Share – Basic and Diluted 0.01   | For the three months ended December 31, 2012 | For the nine<br>months ended<br>December 31,<br>2013<br>\$ | For the nine<br>months ended<br>December 31,<br>2012 |
|--|--|--|--|
| Exploration and evaluation costs 5 13,490 General office expenses 39,872 Investor relations 184 Professional fees 32,271 Salaries and consulting 7,500 Share-based compensation 8 2,789 Travel -  Loss before other items 96,106  Impairment of equipment 4 16,215 Gain on disposal of equipment - Change in fair market value of warrants 7 (10,970) Finance income (20) Finance expense 7,153 Foreign exchange (gain) loss (11,025)  Net Loss and Comprehensive Loss for the Period 97,459  Loss per Share – Basic and   |  |  |  |
| costs General office expenses Investor relations Professional fees Salaries and consulting Share-based compensation Travel  Loss before other items  Impairment of equipment Gain on disposal of equipment Change in fair market value of warrants Foreign exchange (gain) loss  Net Loss and Comprehensive Loss per Share – Basic and   | 7,820  | 5,108  | 24,249   |
| General office expenses Investor relations Professional fees Salaries and consulting Share-based compensation Travel  Loss before other items  Impairment of equipment Gain on disposal of equipment Change in fair market value of warrants Finance income Finance expense Foreign exchange (gain) loss  Loss per Share – Basic and  39,872 184 184 184 184 184 184 184 185 186 187 188 188 189 189 189 189 189 189 189 189   | 229,919                                      | 74,370   | 879,988  |
| Investor relations Professional fees Salaries and consulting Share-based compensation Travel  Loss before other items  Pof,106  Impairment of equipment Gain on disposal of equipment Change in fair market value of warrants Finance income Finance expense Foreign exchange (gain) loss  Net Loss and Comprehensive Loss per Share – Basic and   | 111,524                                      | 173,193  | 334,656  |
| Professional fees Salaries and consulting Share-based compensation Travel  Loss before other items  Possible for equipment Gain on disposal of equipment Change in fair market value of warrants Finance income Finance expense Foreign exchange (gain) loss  Net Loss and Comprehensive Loss per Share – Basic and  | 778  | 2,145  | 3,994  |
| Salaries and consulting Share-based compensation Travel  Loss before other items    Page   | 21,258                                       | 120,352  | 121,881  |
| Share-based compensation Travel  Loss before other items  96,106  Impairment of equipment Gain on disposal of equipment Change in fair market value of warrants Finance income Finance expense Foreign exchange (gain) loss  Net Loss and Comprehensive Loss for the Period  2,789  1,789  1,789  1,789  1,789  1,789  1,791  1,792  1,793  | 29,139                                       | 79,832   | 100,786  |
| Travel -  Loss before other items 96,106  Impairment of equipment 4 16,215  Gain on disposal of equipment - Change in fair market value of warrants 7 (10,970)  Finance income (20)  Finance expense 7,153  Foreign exchange (gain) loss (11,025)  Net Loss and Comprehensive Loss for the Period 97,459  Loss per Share – Basic and   | 39,015                                       | 9,462  | 241,284  |
| Impairment of equipment Gain on disposal of equipment Change in fair market value of warrants Finance income Finance expense Foreign exchange (gain) loss  Net Loss and Comprehensive Loss for the Period  16,215  (10,970) (10,970) (20) (7,153 (11,025)  Net Loss and Comprehensive Loss for the Period  97,459  | 2,255  | , <u>-</u>   | 4,221  |
| Gain on disposal of equipment Change in fair market value of warrants Finance income Finance expense Foreign exchange (gain) loss  Net Loss and Comprehensive Loss for the Period  Gain Foreign exchange Finance expense Foreign exchange Finance expense Foreign exchange Finance expense Foreign exchange Foreign exch | 441,708                                      | 464,462  | 1,711,059  |
| Change in fair market value of warrants 7 (10,970) Finance income (20) Finance expense 7,153 Foreign exchange (gain) loss (11,025)  Net Loss and Comprehensive Loss for the Period 97,459  Loss per Share – Basic and  | -  | 23,662   | -  |
| of warrants         7         (10,970)           Finance income         (20)           Finance expense         7,153           Foreign exchange (gain)         (11,025)           Net Loss and Comprehensive         97,459           Loss per Share – Basic and         97,459  | (8,335)                                      | -  | (8,335)  |
| Finance income Finance expense Foreign exchange (gain) loss  Net Loss and Comprehensive Loss for the Period  Comprehensive Loss per Share – Basic and  | (1,071)                                      | (69,690)   | (35,086)   |
| Finance expense 7,153 Foreign exchange (gain) loss (11,025)  Net Loss and Comprehensive Loss for the Period 97,459  Loss per Share – Basic and   | (25)   | ` ´(59)  | (746)  |
| Net Loss and Comprehensive Loss for the Period 97,459  Loss per Share – Basic and  | -  | 16,981   | -  |
| Loss for the Period 97,459  Loss per Share – Basic and   | 4,296  | (13,412)   | 20,189   |
| Loss per Share – Basic and   | 436,573                                      | 421,944  | 1,687,081  |
|  | 100,070                                      | 721,077  | 1,007,001  |
| Bilatoa  | 0.03   | 0.03   | 0.11   |
| Weighted Average Number of Shares Outstanding 17,009,163   | 14,676,043                                   | 16,542,197   | 14,675,695   |

## Rio Cristal Resources Corporation (An exploration stage company)

#### **Interim Consolidated Statements of Cash Flows**

#### For the Periods Ended December 31

(Expressed in US dollars)

|  |        | For the nine<br>months ended<br>December 31,<br>2013 | For the nine<br>months ended<br>December 31,<br>2012 |
|--|--------|--|--|
|  | Note   | \$   | \$   |
| Operating Activities   |        | (404.044)  | (4.007.004)  |
| Loss for the period  |        | (421,944)  | (1,687,081)  |
| Adjustments for<br>Amortization  | 4      | E 400  | 24,249   |
| Non-cash change in fair market value of warrants   | 4<br>7 | 5,108<br>(69,690)                                    | (35,086)   |
| Share-based compensation expenses  | ,      | 9,462  | (35,066)<br>241,284                                  |
| Impairment of equipment  | 4      | 23,662   | 241,204  |
| Non-cash finance expense   | 4      | 16,981   | <u>-</u>   |
| Gain on disposal of equipment  |        | 10,901   | (8,335)  |
| - Can on disposar of equipment   |        | (436,421)  | (1,464,969)  |
| Changes in current assets and liabilities  |        | (730,721)  | (1,704,303)  |
| Amounts receivable   |        | 29,470   | 30,602   |
| Prepaid expenses   |        | 11,368   | 974  |
| Accounts payable and accrued liabilities   |        | 212,159  | 115,188  |
| Cash used in operating activities  |        | (183,424)  | (1,318,205)  |
| Investing Activities Proceeds from disposal of equipment Cash provided by investing activities |        | -  | 9,322<br>9,322                                       |
| Financing Activities   |        |  |  |
| Proceeds from share subscriptions  |        | -  | 60,492   |
| Loans received from related parties  |        | 144,000  | 382,551  |
| Loans received   | 6      | 48,000   | -  |
| Cash provided by financing activities  |        | 192,000  | 443,043  |
| Net Increase (Decrease) in Cash Position   |        | 8,576  | (865,840)  |
| Cash Position – Beginning of period  |        | 8,240  | 890,642  |
| Cash Position – End of period  |        | 16,816   | 24,802   |
| Cash paid for interest   |        | <u>-</u>   |  |
| Cash paid for taxes  |        | -  | -  |
| Supplemental cash flow information   |        |  |  |
| ••   |        |  |  |
| Equipment exchanged for reduction in related party payable                                     |        | 1,164  | -  |

# Rio Cristal Resources Corporation (An exploration stage company) Interim Consolidated Statements of Changes in Equity (Deficiency) (Expressed in US dollars)

|  | Share Capital<br>(Number of<br>Shares) | Share Capital<br>(Amount)<br>\$ | Common<br>Share<br>Subscriptions<br>\$ | Contributed<br>Surplus<br>\$ | Deficit<br>\$                            | Total<br>\$ |
|--|--|---------------------------------|--|------------------------------|--|-------------|
| March 31, 2012                                   | 14,924,658                             | 19,831,847                      | 1,660                                  | 1,889,751                    | (19,895,882)                             | 1,827,376   |
| Issuance of subscribed shares                    | 1,384                                  | 1,660                           | (1,660)                                | -                            | -  | -           |
| Common shares subscribed                         | -                                      | -                               | 60,492                                 | -                            | -  | 60,492      |
| Share-based compensation expense                 | -                                      | -                               | -                                      | 241,284                      | -  | 241,284     |
| Net loss for the period                          | -                                      | =                               |  |                              | (1,687,081)                              | (1,687,081) |
| December 31, 2012                                | 14,926,042                             | 19,833,507                      | 60,492                                 | 2,131,035                    | (21,582,963)                             | 442,071     |
| Common shares issued on private placement        | 602,913                                | 147,351                         | (60,492)                               | -                            | -  | 86,859      |
| Finders units issued on private placement        | 18,000                                 | 6,225                           | -                                      | -                            | _  | 6,225       |
| Share issue costs on private placement           | -                                      | (8,843)                         | -                                      | -                            | -  | (8,843)     |
| Shares issuable for mineral properties - Bongara | -                                      | -                               | 500,000                                | -                            | -  | 500,000     |
| Share-based compensation expense                 | -                                      | -                               | -                                      | 2,365                        | -  | 2,365       |
| Net loss for the period                          | -                                      |                                 |  |                              | (1,945,981)                              | (1,945,981) |
| March 31, 2013                                   | 15,546,955                             | 19,978,240                      | 500,000                                | 2,133,400                    | (23,528,944)                             | (917,304)   |
| Common shares subscribed                         | 1,712,208                              | 500,000                         | (500,000)                              | _,.50,100                    | (==,===,==,==,==,==,==,==,==,==,==,==,== | (5.7,001)   |
| Share-based compensation expense                 |  | -                               | -                                      | 9,462                        | _  | 9,462       |
| Net loss for the period                          | -                                      | -                               | -                                      |                              | (421,944)                                | (421,944)   |
| December 31, 2013                                | 17,259,163                             | 20,478,240                      | -                                      | 2,142,862                    | (23,950,888)                             | (1,329,786) |

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

(An exploration stage company)

#### **Notes to the Condensed Interim Consolidated Financial Statements**

**December 31, 2013** 

(Expressed in US dollars)

#### 1. Nature of Operations

Rio Cristal Resources Corporation ("Rio Cristal" or the "Company") is in the business of acquiring and exploring mineral properties located in Peru. The Company is publicly traded with shares listed on the TSX Venture Exchange and the Lima Stock Exchange. The Company's head office is located at Suite 302, 8047 199 Street, Langley, British Columbia V2Y 0E2 and the registered and records office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia V6C 2T5.

The Company has focused much of its resources in the past on the Bongará zinc project, located in Northern Peru. The Company had an option to acquire 100% interest in the project by making cash payments, issuing common shares of the Company, or a combination of both. The Company has allowed this option to lapse and therefore does not have any active exploration projects.

The business of mining and exploration involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations. The Company's activities in Peru are subject to the impact of changes in legal, tax and regulatory regimes at the national level and changes in community relations, labor and political issues at the local level. While the Company actively monitors all such changes and makes plans accordingly, factors beyond the Company's control could adversely impact its operations in Peru. The Company believes that the current conditions in Peru are stable and conducive to conducting business. The Company's current and future mineral exploration and mining activities could be impacted by adverse political or economic developments. The adverse developments may include the imposition of unfavourable government regulations on foreign investment.

#### 2. Going Concern

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Several adverse conditions cast significant doubt on the validity of this assumption. The Company has incurred losses since inception and has an accumulated deficit of \$23,950,888 at December 31, 2013. The Company has limited resources, has no source of operating cash flow and has no assurances that sufficient funding will be available to meet its administrative overhead and conduct further exploration and development on new properties, should any new properties be acquired.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its requirements. However, there can be no assurance the Company will be successful in these initiatives. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

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#### **Notes to the Condensed Interim Consolidated Financial Statements**

**December 31, 2013** 

(Expressed in US dollars)

#### 3. Basis of Preparation

The interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended March 31, 2013, which have been prepared in accordance with IFRS as issued by the IASB.

The following standards became effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company adopted these standards and they did not have a material impact on its consolidated financial statements.

- a) IFRS 10, Consolidated Financial Statements ("IFRS 10"), was issued in May 2011 and will supersede the consolidation requirements in SIC-12, Consolidation Special Purpose Entities ("SIC-12"), and IAS 27, Consolidated and Separate Financial Statements ("IAS 27").
- b) IFRS 11, Joint Arrangements ("IFRS 11"), was issued in May 2011 and will supersede existing IAS 31, Joint Ventures ("IAS 31").
- c) IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12"), was issued in May 2011 and is a new and comprehensive standard on disclosure requirements for all forms of interest in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities.
- d) IFRS 13, Fair Value Measurements ("IFRS 13") was issued in May 2011 and sets out, in a single IFRS, a framework for measuring fair value. IFRS 13 defines fair value as 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. This definition of fair value emphasizes that fair value is a market-based measurement, not an entity specific measurement. In addition, IFRS 13 also requires specific disclosures about fair value measurement.
- e) IAS 1, Presentation of Items of Other Comprehensive Income ("OCI") ("IAS 1"), was revised in June 2011 to change the disclosure of items presented in OCI, including a requirement to separate items presented in OCI into two groups based on whether or not they may be recycled to profit or loss in the future.
- f) IFRIC 20, Stripping Costs in the Production Phase of a Mine ("IFRIC 20") was issued in October 2011. This interpretation provides guidance on the accounting for the costs of stripping activity in the production phase when two benefits accrue to the entity: usable ore that can be used to produce inventory and improved access to further quantities of material that will be mined in future periods.

The interim condensed consolidated financial statements were approved by the Board of Directors on March 3, 2014.

All dollar amounts are presented in US dollars unless otherwise specified.

(An exploration stage company)

#### **Notes to the Condensed Interim Consolidated Financial Statements**

**December 31, 2013** 

(Expressed in US dollars)

#### 4. Equipment

|                                 | Exploration<br>Equipment<br>\$ |
|---------------------------------|--------------------------------|
|                                 |                                |
| At March 31, 2013               |                                |
| Cost                            | 145,905                        |
| Accumulated depreciation        | (115,971)                      |
| Balance as at March 31, 2013    | 29,934                         |
| Period ended December 31, 2013  |                                |
| Balance as at March 31, 2013    | 29,934                         |
| Amortization                    | (5,108)                        |
| Disposal                        | (1,164)                        |
| Impairment                      | (23,662)                       |
| Balance as at December 31, 2013 | -                              |
| At December 31, 2013            |                                |
| Cost                            | -                              |
| Accumulated depreciation        | -                              |
| Balance as at December 31, 2013 | -                              |

#### 5. Resource Property Costs

#### Cumulative capitalized acquisition costs

|  | Bongara<br>\$ |
|--|---------------|
| Balance at March 31, 2012                    | 1,156,265     |
| Option payment issuable                      | 500,000       |
| Write off of costs                           | (1,656,265)   |
| Balance at March 31 and<br>December 31, 2013 | -             |

#### Bongara Project, Peru

By agreement dated April 17, 2007 and as amended on November 15, 2007, the Company acquired 100% of Cerro La Mina S.A. ("CLM") from a company controlled by the founding shareholder of the Company, Compania Minera Pilar del Amazonas ("Amazonas"). CLM held the right to acquire 100% of the rights to the Bongara Project in the Amazonas Region of Peru. In exchange, the Company issued 5,000,000 common shares to the founding shareholder pursuant to the amended agreement dated November 15, 2007. The 5,000,000 shares were being valued on the following time schedule provided the property option agreement remained in good standing: an initial 5% tranche of property shares (250,000 shares) were valued on January 29, 2008 which is the date the common shares

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## Notes to the Condensed Interim Consolidated Financial Statements December 31, 2013

(Expressed in US dollars)

were listed on the TSXV and subsequent valuation of 5% each nine months thereafter for the following eighteen months, and 10% each nine months thereafter over the next forty-eight months, provided that no more than 2,500,000 of the shares may be released pursuant to the foregoing formula until the Issuer had completed a preliminary economic assessment as defined in National Instrument 43-101 in respect of the Project and met certain other conditions. As at March 31, 2013 the Company had released 2,500,000 shares from escrow. No value had been attributed to the remaining 2,500,000 shares at March 31, 2013 due to the performance conditions described above.

On March 26, 2009, the Company amended its Mining Concession Transfer Agreement ("Concession Transfer Agreement") with Amazonas on its Bongara claim block in northern Peru.

In order to acquire the Bongara concessions, the Company at its option, was required to make the following payments, under the amended agreement, to a company controlled by the founding shareholder:

| Amount    | Date                                       |
|-----------|--|
| \$        | D 11 120 1001M                             |
| 40,000    | Paid on acquisition of CLM                 |
| 40,000    | Paid August 22, 2007                       |
| 100,000   | Paid March 12, 2008                        |
| 25,000    | Paid June 1, 2009                          |
| 50,000    | 669,696 shares issued March 15, 2010       |
| 125,000   | Paid March 14, 2011                        |
| 300,000   | 2,483,740 shares issued March 14, 2012 and |
|           | 13,841 shares issued on June 8, 2012       |
| 500,000   | 17,122,077 shares issued on June 14, 2013  |
| 600,000   | March 15, 2014                             |
| 600,000   | March 15, 2015                             |
| 600,000   | March 15, 2016                             |
| 600,000   | March 15, 2017                             |
| 2,500,000 | March 15, 2018                             |
| 6,080,000 |  |

In the nine months ended December 31, 2013, management decided not to renew its option and as a result has written off its acquisition costs totalling \$1,656,265 related to the project. Pursuant to the property lease agreement, the remaining 2,500,000 shares that have not been released from escrow will be cancelled.

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#### **Notes to the Condensed Interim Consolidated Financial Statements**

December 31, 2013 (Expressed in US dollars)

#### Exploration costs for the period ending December 31 are as follows:

|                       | For the three<br>months ended<br>December 31,<br>2013 | For the three<br>months ended<br>December 31,<br>2012<br>\$ | For the nine<br>months ended<br>December 31,<br>2013 | For the nine<br>months ended<br>December 31,<br>2012<br>\$ |
|-----------------------|---|---|--|--|
| Bongara               |   |   |  |  |
| Assaying and sampling | -   | 2,363   | -  | 11,036   |
| Community Relations   | -   | 25,302  | 1,335  | 63,187   |
| Geophysics            | -   | 1,026   | 2,326  | 1,165  |
| Mining rights         | -   | 16,211  | -  | 103,256  |
| Salary and consulting | -   | 117,658   | 1,636  | 465,109  |
| Supplies and general  | 13,490  | 35,431  | 67,853   | 112,338  |
| Travel                | -   | 22,269  | 1,220  | 80,872   |
|                       | 13,490  | 220,260   | 74,370   | 836,963  |
| IGV                   | •   | 9,467   | , <u>-</u>   | 41,609   |
| Generative            | -   | 192   | -  | 1,416  |
| Costs for the Period  | 13,490  | 229,919   | 74,370   | 879,988  |

#### 6. Loans payable

The Company has loans payable to a former officer and directors of \$345,317 which are unsecured, have a term of one year, and bear annual interest of 6%. Of the total, \$48,000 was received subsequent to resigning their positions. As of December 31, 2013 interest totaling \$14,923 had been accrued on these loans.

#### 7. Derivative Liability – Warrants

Warrants issued in private placements that have an exercise price denominated in a currency other than the Company's functional currency meet the definition of a derivative liability and are recorded as a financial liability and are marked-to-market each period. Subsequent changes in the fair value of the warrants will be recognized as gains or losses in the statement of loss and comprehensive loss until they are fully exercised.

On January 21, 2013, a total of 620,913 warrants were granted as part of units in a private placement transaction (Note 7). Of the total granted, 602,913 warrants have an exercise price denominated in Canadian dollars and are accounted for using marked-to-market accounting policy. The remaining 18,000 warrants were granted to agents for services provided for a capital raising transaction and have an exercise price denominated in Canadian dollars but are not classified as a financial liability of the Company. The initial fair value of these warrants have been recognized as a share issuance costs and included in contributed surplus.

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#### **Notes to the Condensed Interim Consolidated Financial Statements**

**December 31, 2013** 

(Expressed in US dollars)

The changes in warrants during the nine months ended December 31, 2013 and the year ended March 31, 2013 were as follows:

|                              | Warrants<br>Outstanding | Weighted Average<br>Exercise Price<br>(Cdn\$) |
|------------------------------|-------------------------|---|
| Balance - March 31, 2012     | 738,798                 | \$1.50  |
| Granted                      | 620,913                 | \$0.90  |
| Expired                      | (738,798)               | \$1.50  |
| Balance - March 31, 2013 and |                         |   |
| December 31, 2013            | 620,913                 | \$0.90  |

The changes in the fair market value of the financial liability warrants for the nine months ended December 31, 2013 and the year ended March 31, 2013 were as follows:

|  | \$       |
|--|----------|
| Derivative warrant liability – March 31, 2012    | 35,086   |
| Derivative warrants issued                       | 90,643   |
| Fair market value change                         | (54,658) |
| Derivative warrant liability – March 31, 2013    | 71,071   |
| Fair market value change                         | (69,690) |
| Derivative warrant liability - December 31, 2013 | 1,381    |

#### 8. Capital

#### Authorized share capital

Unlimited common shares without par value

On July 31, 2013, the Company completed a 10:1 share consolidation which was approved by the shareholders at the AGM on September 18, 2012.

On June 14, 2013, the Company issued 1,712,208 shares relating to the option payment on the Bongara property owing at March 15, 2013.

On January 21, 2013, the Company issued 602,913 units as part of a non-brokered private placement for total proceeds of \$237,994. The units were issued in two parts. The first is for 442,913 units (the "First Units") of the Company at the price of Cdn\$0.35 per First Unit, each First Unit consisting of one common share and one non-transferable warrant. The second involved an issuance to certain Directors and an officer of 160,000 units (the "Second Units") at a price of Cdn\$0.50 per Second Unit, each Second Unit consisting of one Share and one non-transferable warrant.

Each first Warrant entitles the holder to purchase one additional Share (a "Warrant Share") at an exercise price of \$0.60 for the first year and \$1.00 for the second year. Each second Warrant shall entitle the holder to purchase a Warrant Share at an exercise price of \$1.00 for two years.

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#### Notes to the Condensed Interim Consolidated Financial Statements

December 31, 2013 (Expressed in US dollars)

In addition, commencing on the date that is four months and one day after the closing of the private placement, if the closing price of the Company's common shares on the TSX Venture Exchange (the "Exchange"), is at a price equal to or greater than \$1.20 for a period of ten (10) consecutive trading days, the Company will have the right to accelerate the expiry date of all Warrants by giving written notice to the holders of the Warrants which will then expire on the date that is not less than thirty (30) days from the date of the notice.

As part of the non-brokered private placement, a finder's fee was paid consisting of: (i) a cash commission of \$4,254; and (ii) the issuance of 18,000 Second Units (the "Finder's Fee Units"). The warrants attached to the First Units and Second Units have been valued initially at \$65,395 (Cdn\$64,798) and \$25,248 (Cdn\$25,035), respectively, based upon the Black Scholes model which utilizes the following weighted average assumptions:

|                                 | 2013      |
|---------------------------------|-----------|
| Expected dividend yield         | 0.00%     |
| Expected stock price volatility | 118%      |
| Risk-free interest rate         | 1.19%     |
| Expected life of options        | 2.0 years |

The Finder's Fee Units have been valued at Cdn\$0.50 per unit totaling \$9,060 (Cdn\$9,000). Each Finder's Fee Unit has the same terms as the Second Units. The warrants attached to the Finder's Fee Units have been valued at \$2,835 (Cdn\$2,816) based upon the Black Scholes model which utilizes the same weighted average assumptions as shown above.

On June 8, 2012, the Company issued 1,384 additional common shares related to the option payment on the Bongara property in the prior period. Due to a change in the calculation method, the number of shares required to be issued increased, but the total value of the shares did not change.

#### **Share Purchase Options**

The Company has established a share purchase option plan whereby the board of directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised no later than five years from the date of grant or such lesser period as determined by the Company's board of directors. The exercise price of an option is not less than the closing price on the TSX Venture Exchange on the last trading day preceding the grant date. Options begin vesting on the grant date based on a schedule outlined in the share purchase option plan. The option plan provides that the aggregate number of shares reserved for issuance under the plan which may be made subject to options at any time and from time to time (including those issuable upon the exercise of pre-existing options) shall not exceed 10% of the total number of issued and outstanding shares, on a non-dilutive basis, as constituted on the grant date of such options. At December 31, 2013 a total of 1,121,749 options remain reserved under the Plan exclusive of the 579,167 options outstanding.

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#### **Notes to the Condensed Interim Consolidated Financial Statements**

**December 31, 2013** 

(Expressed in US dollars)

#### a) Movements in share options

The changes in share options during the period ended December 31, 2013 and the year ended March 31, 2013 were as follows:

|                                 | December 31, 2013 |                              | March 31          | , 2013                    |
|---------------------------------|-------------------|------------------------------|-------------------|---------------------------|
|                                 | Weighted average  |                              | V                 | /eighted average          |
|                                 | Number of options | exercise price<br>(in CDN\$) | Number of options | exercise price (in CDN\$) |
| Options outstanding, beginning  | ориона            | (III OBITO)                  | орионо            | (111 0 2 1 1 4 )          |
| of the year                     | 632,500           | 1.44                         | 620,500           | 2.19                      |
| Granted                         | -                 | -                            | 255,000           | 1.10                      |
| Forfeited                       | (215,833)         | 1.10                         | (129,500)         | 1.59                      |
| Expired                         | (30,000)          | 5.00                         | (113,500)         | 4.30                      |
| Options outstanding, end of the |                   |                              |                   |                           |
| year                            | 386,667           | 1.27                         | 632,500           | 1.44                      |

#### b) Fair value of share options granted

During the year ended March 31, 2013, the Company granted 255,000 options to employees, officers, directors and consultants of the Company at a weighted average exercise price of Cdn\$1.10. These stock options were valued at a total of Cdn\$259,806 with a weighted average fair value of Cdn\$1.00. The allocation of fair value was estimated using the Black-Scholes option pricing model with the following weighted average assumptions.

|                                 | Year ended     |
|---------------------------------|----------------|
|                                 | March 31, 2013 |
| Expected dividend yield         | 0%             |
| Expected stock price volatility | 174%           |
| Risk-free interest rate         | 1.54%          |
| Expected life of options        | 4.21 years     |

Option pricing models require the input of subjective assumptions including the expected price volatility and the expected option life. Changes in these assumptions can materially affect the estimated fair value of the stock options granted. The stock options vest in one-third increments, a third of the stock options vest on the grant date, the remaining stock options vest on the anniversary of the grant date over a two year period.

#### c) A summary of the Company's options as at December 31, 2013 is as follows:

|             |             |           | Remaining    |                  |
|-------------|-------------|-----------|--------------|------------------|
| Outstanding | Options     | Price per | Contractual  |                  |
| Options     | Exercisable | Share     | Life (Years) | Expiry Date      |
| 95,000      | 95,000      | Cdn\$1.00 | 0.83         | April 30, 2014   |
| 60,000      | 60,000      | Cdn\$1.00 | 1.89         | May 20, 2015     |
| 100,000     | 100,000     | Cdn\$1.80 | 2.84         | May 2, 2016      |
| 15,000      | 10,000      | Cdn\$1.35 | 3.59         | February 1, 2017 |
| 116,667     | 80,000      | Cdn\$1.10 | 3.76         | April 3, 2017    |
| 386,667     | 345,000     | _         |              |                  |

The weighted average exercise price of the options exercisable at December 31, 2013 is Cdn\$1.29.

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#### Notes to the Condensed Interim Consolidated Financial Statements

December 31, 2013 (Expressed in US dollars)

#### 9. Related Party Transactions

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

#### a) Trading transactions

Certain of the Company's officers and directors render services to the Company as sole proprietors or through companies in which they are an officer, director or partner.

|   | Nature of transactions |
|---|------------------------|
| DuMoulin Black  | Legal fees             |
| Avisar Chartered Accountants (ended September 18, 2013) | Accounting fees        |

The Company incurred the following fees and expenses in the normal course of operations in connection with related parties.

|                 | Three months ended | Three months ended | Nine months ended | Nine months ended |
|-----------------|--------------------|--------------------|-------------------|-------------------|
|                 | December 31,       | December 31,       | December 31,      | December 31,      |
|                 | 2013               | 2012               | 2013              | 2012              |
|                 | \$                 | \$                 | \$                | \$                |
| Legal fees      | 17,979             | -                  | 75,394            | 57,765            |
| Accounting fees | -                  | 15,000             | 29,108            | 55,453            |
|                 | 17,979             | 15,000             | 104,502           | 113,218           |

Due to related parties consists of \$592,952 owing to individuals who are officers or directors of the Company. As of December 31, 2013, the amount includes director and officer loans of \$109,103 and accrued interest of \$6,923. These loans are unsecured, have a term of one year, and bear annual interest of 6%. The remaining deferred salaries payable of \$476,926 is unsecured, non-interest bearing and due on demand.

#### b) Compensation of key management personnel

For the nine months ended December 31, 2013, all salaries to key management personnel have not been paid and have been accrued in the due to related parties balance. The remuneration of the directors, chief executive officer, and president and chief financial officer (collectively the key management personnel) during the nine months ended December 31, 2013 and 2012 were as follows:

|                         | Note | Three months ended | Three months ended | Nine months ended | Nine months ended |
|-------------------------|------|--------------------|--------------------|-------------------|-------------------|
|                         |      | December 31,       | December 31,       | December 31,      | December 31,      |
|                         |      | 2013               | 2012               | 2013              | 2012              |
|                         |      | \$                 | \$                 | \$                | \$_               |
| Salaries<br>Share-based | (i)  | 7,500              | 50,500             | 79,833            | 151,500           |
| compensation            | (ii) | 3,063              | 9,626              | 9,094             | 47,853            |
|                         |      | 10,563             | 60,126             | 88,927            | 199,353           |

(An exploration stage company)

#### **Notes to the Condensed Interim Consolidated Financial Statements**

**December 31, 2013** (Expressed in US dollars)

- (i) As of December 31, 2013, the unpaid salary owing to the chief executive officer and president totals \$476,926.
- (ii) Share-based compensation represents the expense for the nine months ended December 31, 2013 and 2012, translated at the respective grant date foreign exchange rates. The value of the 1,900,000 in the nine months ended December 31, 2012 options granted to key management personnel was determined using the Black-Scholes option pricing model with the following assumptions:

|                                 | Nine months<br>ended |  |
|---------------------------------|----------------------|--|
|                                 | December 31,<br>2012 |  |
| Share price on day of grant     | \$0.11               |  |
| Expected dividend yield         | 0%                   |  |
| Expected stock price volatility | 172%                 |  |
| Risk-free rate                  | 1.54%                |  |
| Expected life of options        | 4.43 years           |  |

#### 10. Segmented Information

Details of identifiable assets and net loss by geographic area are as follows:

| Total Assets | December 31,<br>2013<br>\$ | March 31,<br>2013<br>\$ |
|--------------|----------------------------|-------------------------|
| Canada       | 12,300                     | 41,205                  |
| Peru         | 5,343                      | 38,634                  |
|              | 17,643                     | 79,839                  |

| Total Non-Current Assets | December 31,<br>2013<br>\$ | March 31,<br>2013<br>\$ |
|--------------------------|----------------------------|-------------------------|
| Peru                     | -                          | 29,934                  |

|          | - 4 4         |               |              |              |
|----------|---------------|---------------|--------------|--------------|
|          | For the three | For the three | For the nine | For the nine |
|          | months ended  | months ended  | months ended | months ended |
|          | December 31,  | December 31,  | December 31, | December 31, |
|          | 2013          | 2012          | 2013         | 2012         |
| Net Loss | \$            | \$            | \$           | \$           |
| Canada   | 25,578        | 71,348        | 107,380      | 390,145      |
| Peru     | 24,033        | 365,225       | 314,564      | 1,296,939    |
|          | 49,611        | 436,573       | 421,944      | 1,687,081    |

(An exploration stage company)

#### **Notes to the Condensed Interim Consolidated Financial Statements**

**December 31, 2013** 

(Expressed in US dollars)

#### 11. Contingent Liability

The Company has received notice of two claims against the Company from the Environmental Supervising Agency ("OEFA") with respect to sanctioning administrative procedures with the maximum amount payable being \$41,100. The Company has filed writs contradicting the charges and is expecting the final amounts to be significantly lower.