Eco Oro Minerals Corp.
Condensed Consolidated Interim Financial Statements
September 30, 2014
(unaudited)

Notice to Reader

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

The accompanying unaudited 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 interim financial statements by an entity's auditor.

Eco Oro Minerals Corp.
Consolidated Statement of Financial Position
(expressed in thousands of US dollars - unaudited)

		September 30, 2014	December 31, 2013
ASSETS			
Current assets:			
Cash and cash equivalents	7	$ 3,689	$ 10,737
Guaranteed investment certificates		31	87
Other assets		77	66
		$ 3,797	$ 10,890
Property, plant and equipment		1,995	2,103
Exploration and evaluation assets	3	18,406	18,396
		$ 24,198	$ 31,389
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Trade and other payables		$ 1,455	$ 2,165
Amounts payable on exploration and evaluation asset acquisition		1,060	1,116
Site restoration provision	4	665	20
Equity tax liability		-	1,589
		3,180	4,890
Long-term employee benefits		22	26
Site restoration provision	4	1,733	1,896
		4,935	6,812
Shareholders' equity:			
Share capital		234,975	234,975
Equity reserves		22,634	22,310
Deficit		(238,346)	(232,708)
		19,263	24,577
		$ 24,198	$ 31,389

Commitments and contingencies 6

See accompanying notes to these consolidated financial statements.

Eco Oro Minerals Corp.

Consolidated Statement of Comprehensive Loss

(expressed in thousands of US dollars, except for per share amounts - unaudited)

	Three months ended September 30, 2014	Three months ended September 30, 2013	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Exploration and evaluation expenses:				
Administrative expenses	$ 309	$ 907	$ 989	$ 2,918
Depreciation	103	104	299	335
Drilling and field expenses	-	9	23	212
Environmental expenses	69	(537)	587	(744)
Other exploration and evaluation expenses	34	39	61	294
Salaries, benefits and share-based compensation	690	971	1,767	2,532
Surface rights	287	237	532	805
Technical studies	(2)	28	(323)	906
	1,490	1,758	3,935	7,258
General and administrative expenses:				
Other administrative expenses	263	218	809	1,181
Salaries and benefits	131	374	742	1,358
Share-based compensation	19	371	209	914
	413	963	1,760	3,453
Total expenses before other items	1,903	2,721	5,695	10,711
Other items:				
Fair value change on warrant liabilities	-	(177)	-	(264)
Finance expenses	52	81	174	286
Foreign exchange (gain)/loss	(340)	70	(165)	(513)
Other income	(16)	(37)	(66)	(118)
	(304)	(63)	(57)	(609)
Loss and comprehensive loss for the period	$ 1,599	$ 2,658	$ 5,638	$ 10,102
Basic and diluted loss per share	$ 0.02	$ 0.03	$ 0.07	$ 0.12
Weighted-average shares outstanding (thousands)	84,228	84,228	84,228	84,228

See accompanying notes to these consolidated financial statements.

Eco Oro Minerals Corp.
Consolidated Statement of Cash Flows
(expressed in thousands of US dollars - unaudited)

	Notes	Nine months ended September 30, 2014	2013
Operating activities:			
Loss for the period		$ (5,638)	$ (10,102)
Adjustments for:			
Change in site restoration provision	4	490	(750)
Depreciation		333	349
Equity tax paid		(1,633)	(1,695)
Fair value change on warrant liabilities		-	(264)
Gain on disposal of asset		2	(16)
Non-cash finance costs		162	278
Other non-cash income and expenses		(26)	(58)
Remediation expenditures	4	(17)	(105)
Share-based compensation		324	936
Unrealized foreign exchange (gain)		(157)	(487)
Change in non-cash working capital items	7	(725)	(623)
Cash used in operating activities		(6,884)	(12,537)
Investing activities:			
Exploration and evaluation asset acquisition		(10)	-
Proceeds on disposition of assets		-	16
Interest received		26	59
Purchase of guaranteed investment certificate		-	(1,935)
Purchase of property, plant and equipment		(227)	(947)
Redemption of guaranteed investment certificate		52	1,858
Cash used in investing activities		(159)	(949)
Effect of exchange rate fluctuations on cash held		(4)	(82)
Decrease in cash and cash equivalents		(7,048)	(13,568)
Cash and cash equivalents, beginning of period		10,737	26,741
Cash and cash equivalents, end of period	7	$ 3,689	$ 13,173

See accompanying notes to these consolidated financial statements.

Eco Oro Minerals Corp.
Consolidated Statement of Changes in Equity
(expressed in thousands of US dollars - unaudited)

	Share capital		Equity reserves (note 5)			
	Number of shares (000s)	Amount	Contributed Surplus	Warrants	Deficit	Total
Balance, December 31, 2012	84,228	$ 234,975	$ 19,174	$ 2,078	$ (220,643)	$ 35,584
Expiry of warrants	-	-	982	(982)	-	-
Share-based compensation	-	-	914	-	-	914
Loss and comprehensive loss	-	-	-	-	(10,102)	(10,102)
Balance, September 30, 2013	84,228	234,975	$ 21,070	$ 1,096	$ (230,745)	$ 26,396
Balance, December 31, 2013	84,228	$ 234,975	$ 21,814	$ 496	$ (232,708)	$ 24,577
Expiry of warrants	-	-	108	(108)	-	-
Share-based compensation	-	-	324	-	-	324
Loss and comprehensive loss	-	-	-	-	(5,638)	(5,638)
Balance, September 30, 2014	84,228	$ 234,975	$ 22,246	$ 388	$ (238,346)	$ 19,263

See accompanying notes to these consolidated financial statements.

1. Nature of operations and going concern

Nature of operations

Eco Oro Minerals Corp. (the “Company”) is a publicly-listed company incorporated in Canada under the legislation of the Province of British Columbia. The Company’s head office is located at Suite 300, 1055 W. Hastings Street, Vancouver, British Columbia, V6E 2E9. The consolidated financial statements of the Company as at and for the period ended September 30, 2014 comprise the Company, its Colombian branch and its subsidiaries. The Company’s principal business activities include the acquisition, exploration and development of mineral assets in Colombia. The Company’s focus is on the development of the Angostura Project in northeastern Colombia, which consists of the main Angostura deposit and five satellite prospects: Armenia, La Plata, Agua Limpia, Violetal and Móngora.

Going concern

At September 30, 2014, the Company had working capital of $617 but had not yet achieved profitable operations and expects to incur further losses in the development of its business. For the nine months ended September 30, 2014, the Company reported a comprehensive loss of $5,638 and as at September 30, 2014, had an accumulated deficit of $238,346. Cash used in operating activities for the nine months ended September 30, 2014 and 2013 was $6,884 and $12,537 respectively. The ability of the Company to continue as a going concern is dependent upon its ability to: arrange additional financing; favorably resolve the uncertainties surrounding the Angostura Project (note 6); complete the development of its property, including obtaining the necessary permits and other regulatory approvals; and achieve future profitable operations. There are no assurances that the Company will be successful in its efforts to secure additional financing. These matters result in material uncertainties which may cast significant doubt on whether the Company will continue as a going concern. The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used.

2. Basis of preparation

a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting and follow the same accounting policies and methods of application as the Company’s most recent annual financial statements. These condensed consolidated interim financial statements do not include all of the information required for full consolidated annual financial statements and should be read in conjunction with the consolidated financial statements of the Company as at and for the year ended December 31, 2013 prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These condensed consolidated interim financial statements were approved by the Board of Directors and authorized for issue on November 12, 2014.

(expressed in thousands of US dollars - unaudited)

3. Exploration and evaluation assets

	Intangible assets	Tangible assets	Total
Cost			
At December 31, 2013	$ 6,662	$ 11,734	$ 18,396
Additions	-	10	10
At September 30, 2014	$ 6,662	$ 11,744	$ 18,406

Assessment of Exploration & Evaluation (E&E) assets for impairment involves significant judgment and other companies may make different judgments based on similar facts. The Company has determined that the facts and circumstances do not suggest that the carrying value of the Company's E&E assets may exceed its recoverable amount. In making this assessment, the Company has assumed that the contingencies and uncertainties surrounding the properties (note 6) will be favourably resolved.

4. Provisions

Site restoration provision

At December 31, 2013	$ 1,916
Increase/(decrease) in liability due to changes in estimates	398
Remediation work performed	(17)
Accretion during the period	101
At September 30, 2014	2,398
Current portion	665
Long-term portion	1,733
	$ 2,398

The site restoration provision at the date of the statement of financial position represents management's best estimate of the present value of the future site restoration costs required. Changes to estimated future costs are recognized in the statement of financial position by adjusting the site restoration provision and associated asset. To the extent that the site restoration provision was created due to exploration activities which do not yet qualify for capitalization, the amount of the associated asset is reduced immediately by a charge to exploration expenses for the same amount.

Significant estimates and assumptions are made in determining the site restoration provision as there are numerous factors that will affect the ultimate liability payable. Those uncertainties may result in future actual expenditure differing from the amount currently provided. During the nine months ended September 30, 2014, there were changes in the extent of the required rehabilitation activities, timing of these activities, changes in discount rates and foreign exchange rate. These changes resulted in an increase of $398 in the site restoration provision, with the offsetting amount recorded as a $490 increase to environmental costs and $92 in foreign exchange gains. This increase was due mainly to the recognition of a constructive obligation relating to certain environmental rehabilitation measures recommended by regulatory authorities that are preventative in nature and resulted from damages caused by severe weather conditions.

(expressed in thousands of US dollars - unaudited)

5. Share-based payment arrangements

Stock options

During the three months ended September 30, 2014, the Company granted 350,000 options to two consultants. The options vested on the date of grant and are exercisable for up to five years from date of grant. The estimated fair value of the stock options granted was $55.

During the nine months ended September 30, 2014, the Company granted 2,195,000 options to directors, officers, employees and two consultants with an estimated fair value of $414.

During the three and nine months ended September 30, 2014, 45,999 and 2,301,090 stock options respectively were forfeited or cancelled.

6. Commitments and contingencies

a) Commitments

The following is a schedule of the Company's commitments as at September 30, 2014:

	remainder of 2014	2015	2016	2017	2018	2019 and thereafter
Consulting and contract services	$ 362	-	-	-	-	-
Operating leases	3	11	-	-	-	-
	$ 365	$ 11	-	-	-	-

b) Contingencies

La Plata Mining Title Assignment

In February 2012, the Company received notice that Sociedad Minera La Plata Ltda. ("SMLPL") filed an arbitral action against the Company pursuant to the arbitration clause contained in the mining title assignment agreement (the "Assignment Agreement") pursuant to which the Company acquired the La Plata property from SMLPL. There were also three subordinate partial assignment agreements between SMLPL and the Company which facilitated the transfer and registration of the property in the Company's name. SMLPL claimed that there was a lack of legal power of its legal representative to sign the Assignment Agreement and other agreements because no formal authorization from its board of directors existed, as required by SMLPL's bylaws for any agreement greater than 500,000 Colombian pesos. An arbitration panel was constituted, which rendered a final decision in September 2013. The panel found that the two-year statute of limitations applied in respect of the Assignment Agreement and the first of the three subordinate partial assignment agreements, relating to 25% of the property, and found in favour of the Company in that regard. However, the panel found that the statute of limitations did not apply in respect of the second and third subordinate partial assignment agreements, relating to 75% of the property. The panel declared a relative nullity in respect of each of those agreements with respect to the amounts greater than 500,000 Colombian pesos and ordered SMLPL to pay 1,677,500,686 Colombian pesos to the Company, representing the amount paid by the Company to SMLPL under those two agreements less 1,000,000 Colombian pesos. In October 2013, the Company filed a motion with the Judicial District Tribunal Superior Court of Bucaramanga for annulment of the arbitration panels' decision regarding the La Plata mining title assignment on the grounds that, among other things, the arbitration panel lacked jurisdiction to rule on the subordinate partial assignment agreements as they did not contain arbitration clauses and the statute of limitations should have been applied to all subordinate partial assignment agreements as they were subordinate to the Assignment Agreement. In February 2014, a decision was rendered with respect to the motion filed with the Judicial District Tribunal Superior Court by the Company for annulment of the arbitration panels' September 2013 decision regarding the La Plata mining title assignment. The Company was not successful in having the arbitration final ruling annulled by the Judicial District Tribunal Superior Court. In August 2014, the Company filed a constitutional action (Acción de Tutela or Tutela Action) with the Supreme Court seeking the revocation of the decisions of the arbitration panel and Judicial District Tribunal Superior Court. In September 2014, the Supreme Court rendered a decision in the Tutela Action and the Company was not successful, which decision was appealed by the Company by filing a motion with the Supreme Court. The Company awaits a decision with respect to the appeal. While the Company believes the probability of a favourable decision in this action is more likely than not, the Company has determined that it is too early to predict the outcome of the action or the ultimate impact to the Company's rights with respect to the La Plata property. As Colombia's National Mining Agency has rejected the vendors' request to register the arbitration final ruling in order to obtain the cancellation of the partial assignment agreements of the 75% the property, the Company remains the registered owner of the entire La Plata property.

Angostura Mining Title Assignment

In February 2013, the Company received notice that Sociedad Mina Los Diamantes Ltda. and Crisanto Peña Gelvez ("SMLDL and Gelvez") filed legal proceedings in the Eighth Civil Circuit Court of the City of Bucaramanga pursuant to which they sought the annulment of an assignment and sale agreement (the "Sale Agreement") pursuant to which the Company acquired mining permit 3452 (the "Permit") from SMLDL and Gelvez. The Permit, covering an area of 250 hectares, was converted into integrated concession 3452 (the "Concession"), covering an area of 5,254 hectares, by the Colombian Government and registered in the National Mining Register in 2007. A significant portion of the Angostura deposit is covered by the original area of the Permit. The Concession, which incorporated the Permit and several other mineral tenures, is fully registered in the name of the Company. The Company filed motions to have the proceedings in the Court dismissed as the Sale Agreement requires any dispute to be settled by way of arbitration. The Court decided that it lacked jurisdiction, which decision was upheld on appeal by the Superior Tribunal in July 2013. In August 2013, the Company received notice that SMLDL and Gelvez had commenced arbitration proceedings seeking the annulment of the Sale Agreement. The arbitration panel was constituted and arbitral proceedings commenced early in 2014. As in the initial court action, SMLDL and Gelvez allege that not all formalities were observed at the time the Sale Agreement was entered into and that it should be annulled on that basis. The Company is of the view that no deficiencies existed and had they existed would have been ratified by the conduct of the parties and the Colombian

Government, and, in any event, the statute of limitations can be invoked to reject the claims. While the Company believes the probability of a favorable decision is more likely than not, the Company has determined that it is too early to predict the outcome of the arbitration proceedings or the ultimate impact to the Company's rights with respect to the Concession. An adverse decision would have a material adverse effect on the ability of the Company to carry out its planned business operations with respect to the Angostura Project. The Company has filed a counterclaim against SMLDL and Gelvez seeking compensation for the costs incurred by the Company in having the Court and Superior Tribunal confirm that SMLDL and Gelvez were required to adhere to the arbitration provision in the Sale Agreement and, therefore, not entitled to file legal proceedings before the Court.

Consulting Agreement

Under the terms of an agreement with a consultant who provides research, political and public relations advisory services, the consultant shall be eligible to receive a contingent fee of $200 if there is an issuance of the environmental license before June 30, 2015.

Other

The Company is from time to time involved in various claims, legal proceedings and complaints arising in the ordinary course of business.

c) Uncertainties

Páramo ecosystem boundaries

In June 2011, the Colombian Congress enacted the National Development Plan (Law 1450, 2011), which among other things, forbids mining activities in páramo ecosystems and requires the Colombian Government to determine the boundaries of the páramo ecosystems based on a 1:25,000 scale and technical, social, environmental and economic criteria. The minimum reference for the páramo ecosystem is the Atlas of Páramos prepared by the Alexander von Humboldt Institute ("IAvH"). During 2012, in conjunction with granting an extension to the exploration phase of Concession 3452, Colombia's national mining agency noted that the Company must not conduct any exploration activities in the areas constituting páramo according to the Atlas of Páramos until the ultimate boundaries of the páramo ecosystem have been determined. In the Company's view, based on the IAvH definition of páramo elevations in its Atlas of Páramos, the Angostura Project does not lie within the páramo. However, it is the Colombian Government that will determine the ultimate boundaries. The relevant authorities have been visiting and performing technical assessments in Santurbán, where the Angostura Project is located, to determine the boundaries of the páramo ecosystem in that area. On April 1, 2014, the Colombian Minister of Environment and Sustainable Development, Luz Helena Sarmiento Villamizar, announced that the boundaries of the Páramo of Santurbán (the "Santurbán Páramo") have been delineated. The Company has not as yet received the coordinates or cartography for such boundaries. A formal administrative act of MADS is expected in the future that will specify the coordinates and otherwise give legal effect to this announcement. Further to the announcement, a map was posted on the website of MADS which appears to illustrate such boundaries. The Company has requested MADS provide the actual coordinates for the boundaries of the Santurbán Páramo but has not yet received such coordinates and, therefore, the Company is unable to assess the impact at this time.

(expressed in thousands of US dollars - unaudited)

Environmental license

In 2011, the Ministry of Environment and Sustainable Development (*Ministerio de Ambiente y Desarrollo Sostenible* or "MADS") denied the Company's 2009 request for an environmental license for the development of an open pit mine at the Angostura Project. The previous MADS's resolutions and comments in respect of the extent of the páramo ecosystem to be protected may be considered in relation to any future applications by the Company for approvals. The MADS's resolutions denying the Company's previous requests may have an adverse effect on any such future application.

7. Supplementary cash flow information

(a) Cash and equivalents

	September 30, 2014	December 31, 2013
Cash	$ 3,682	$ 9,762
Short-term deposits	7	975
	$ 3,689	$ 10,737

(b) Other items

	Nine months ended September 30,	
	2014	2013
Change in non-cash working capital		
Other assets	$ (12)	$ 751
Trade and other payables	(713)	(1,374)
	$ (725)	$ (623)

(expressed in thousands of US dollars - unaudited)

8. Fair value measurements

The fair values of financial assets and liabilities, together with their carrying amounts, are presented by class in the following table.

	September 30, 2014		December 31, 2013	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Loans and receivables:				
Cash and equivalents	$ 3,689	$ 3,689	$ 10,737	$ 10,737
Guaranteed investment certificates	31	31	87	87
Accounts receivable	1	1	3	3
Financial liabilities				
Other financial liabilities:				
Trade and other payables	$ 1,455	$ 1,455	$ 2,165	$ 2,165
Amounts payable on exploration and evaluation asset acquisition	1,060	1,060	1,116	1,116

9. Related parties

Key management personnel include the members of the Board of Directors and executive officers of the Company.

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Salaries, benefits, directors fees, and consulting fees	$ 144	$ 290	$ 745	$ 985
Share-based compensation	9	352	205	922
	$ 153	$ 643	$ 950	$ 1,907

The aggregate value of transactions with other related parties, including entities over which key management personnel have control or significant influence, is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Fintec Holdings Corp. (“Fintec”)	$ 58	$ 5	$ 110	$ 35
Quantum Advisory Partners LLP (“Quantum”)	36	-	68	16
James H. Atherton Law Corporation (“Law Corp.”)	29	-	63	-

These fees are included in salaries, benefits, directors and consulting' fees presented in the first table.

Fintec is a company owned by the Company's President & Chief Executive Officer (CEO). The services provided by Fintec were in the normal course of operations related to director and CEO matters.

Quantum is a partnership whose incorporated partner is the Company's Chief Financial Officer (CFO). The services provided by Quantum were in the normal course of operations related to accounting and CFO services.

Law Corp. is a professional corporation owned by the Company's Corporate Secretary. The services provided were related to day- to- day legal advice to the Company.

There was $14 owed to Quantum as of September 30, 2014.

10. Adoption of new and amended IFRS pronouncements

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2014.

The adoption of the following new IFRS pronouncement will result in enhanced financial statement disclosures in the Company's annual consolidated financial statements. This pronouncement does not affect the Company's financial results nor does it result in adjustments to previously-reported figures.

- Offsetting Financial Assets and Liabilities (Amendments to IAS 32)

  The standard amends the presentation to provide clarifications on the application of the offsetting rules which focused on four main areas: 1) the meaning of "currently has a legally enforceable right of set-off", 2) the application of simultaneous realisation and settlement, 3) the offsetting of collateral amounts, and 4) the unit of account for applying the offsetting requirements.