One World Investments Inc.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2012

In Canadian Dollars

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of One World Investments Inc.:

We have audited the accompanying consolidated financial statements of One World Investments Inc., which comprise the consolidated statements of financial position as at 31 December 2012 and 2011 and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence that we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of One World Investments Inc. as at 31 December 2012 and 2011, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statement which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about One World Investment Inc.'s ability to continue as a going concern.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS

Vancouver, Canada
29 April 2013

ONE WORLD INVESTMENTS INC.

In Canadian Dollars

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	31 December 2012	31 December 2011
ASSETS			
Current Assets			
Cash		$ 39,509	$ 390,473
Sales tax receivable		48,108	27,769
Prepaid expense		-	5,700
Marketable securities	6	50	50
		87,667	423,992
Non-current Assets			
Other asset	7	24,957	-
Exploration and evaluation assets	7	2	2
		$ 112,626	$ 423,994
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	8	$ 191,777	$ 241,206
Promissory note payable	9	-	323,573
Due to related parties	10	-	438,390
		191,777	1,003,169
Non-current Liabilities			
Promissory note payable	9	316,541	-
Loan payable	9	259,483	-
Due to related parties	10	225,622	-
		993,423	1,003,169
EQUITY			
Share capital	12	8,430,700	8,430,700
Share-based payment reserve	12	10,340	10,340
Deficit		(9,321,837)	(9,020,215)
		(880,797)	(579,175)
		$ 112,626	$ 423,994

Nature of operations and going concern	1
Commitments	7
Subsequent event	15

The consolidated financial statements were approved by the Board of Directors on 29 April 2013 and were signed on its behalf by:

"Kevin Beaulieu"
Kevin Beaulieu, Director

"Bryce Clark"
Bryce Clark, Director

-- See Accompanying Notes --

ONE WORLD INVESTMENTS INC.

In Canadian Dollars

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Note	Year ended 31 December 2012	Year Ended 31 December 2011
EXPENSES			
Consulting fees		$ -	$ 30,000
Exploration expenditures	7	-	197,037
Professional fees	11	109,495	156,576
Interest and financing costs	9,10	61,703	55,108
Management and director fees	11	71,132	45,000
Office, rent and phone	11	28,893	45,518
Salaries and benefits	11	-	29,335
Marketing and development	11	-	25,232
Travel		13,862	14,394
Transfer agent and filing fees		23,569	14,289
Foreign exchange gain		(7,032)	7,901
Net and Comprehensive Loss		$ (301,622)	$ (620,390)
Basic and Diluted Loss per Common Share		$ (0.06)	$ (0.20)
Weighted Average Number of Shares Outstanding – basic and diluted		5,055,506	3,151,414

-- See Accompanying Notes --

In Canadian Dollars

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Issued Capital				
	Shares	Amount	Share-based Payment Reserve	Deficit	Total
BALANCE AT 1 JANUARY 2011	2,207,172	$ 7,605,442	$ 1,340	$ (8,399,825)	$ (793,043)
Proceeds from share issuance	2,848,334	854,500	-	-	854,500
Share issuance costs	-	(20,242)	-	-	(20,242)
Fair value of agent's warrants granted	-	(9,000)	9,000	-	-
Net and comprehensive loss for the year	-	-	-	(620,390)	(620,390)
BALANCE AT 31 DECEMBER 2011	5,055,506	$ 8,430,700	$ 10,340	$(9,020,215)	$ (579,175)
BALANCE AT 1 JANUARY 2012	5,055,506	$ 8,430,700	$ 10,340	$(9,020,215)	$ (579,175)
Net and comprehensive loss for the year	-	-	-	(301,622)	(301,622)
BALANCE AT 31 DECEMBER 2012	5,055,506	$ 8,430,700	$ 10,340	$(9,321,837)	$ (880,797)

-- See Accompanying Notes --

In Canadian Dollars

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December 2012	Year ended 31 December 2011
OPERATING ACTIVITIES		
Net loss for the year	$ (301,622)	$ (620,390)
Items not affecting cash		
Foreign exchange loss (gain)	(7,032)	6,873
Interest	46,715	55,108
	(261,939)	(558,409)
Net change in non-cash working capital		
Sales tax receivable	(20,339)	(20,424)
Other current assets	(19,257)	(4,200)
Accounts payable and accrued liabilities	(49,429)	84,905
	(350,964)	(498,128)
FINANCING ACTIVITIES		
Advances from related parties	-	17,752
Proceeds from share issuances	-	834,258
	-	852,010
Change in cash for the year	(350,964)	353,882
Cash – beginning	390,473	36,591
Cash – ending	$ 39,509	$ 390,473

-- See Accompanying Notes --

1. Nature of operations and going concern

One World Investments Inc. (the "Company") was incorporated under the laws of the province of British Columbia on 9 November 1982 and is engaged in the acquisition, exploration and development of exploration and evaluation assets. The Company’s shares are listed on the TSX Venture Exchange (“Exchange”) and the Company is currently halted for trading as it is in the process of acquiring a private company in Chile (Note 7).

The Company’s head office and its registered and records offices are located at Suite 200, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at 31 December 2012 the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon the successful results from exploration activities and its ability to attain profitable operations and generate funds there from and raise equity capital or borrowings sufficient to meet current and future obligations. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management continues to actively pursue the necessary capital to meet its funding requirements and has implemented available cost control measures.

2. Statement of compliance with International Financial Reporting Standards

The financial statements were authorized for issue on 29 April 2013 by the directors of the Company.

The consolidated financial statements of the Company comply with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

3. Summary of significant accounting policies and basis of presentation

a. Basis of presentation

The consolidated financial statements of the Company have been prepared on an accrual basis except for financial instruments and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

b. Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, incorporated in Nevada, Equus Energy Corporation. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

c. Foreign currency translation

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the functional and presentation currency of the Company and its subsidiary.

3. Summary of significant accounting policies and basis of presentation (cont'd)

c. Foreign currency translation (cont'd)

Transactions and balances:

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Foreign operations:

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are transferred directly to the Company's foreign currency translation reserve in the statement of comprehensive income. These differences are recognized in the profit or loss in the period in which the operation is disposed.

d. **Significant estimates and assumptions**

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

3. Summary of significant accounting policies and basis of presentation (cont'd)

e. Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses; and
- the classification of financial instruments

f. Share-based payments

The Company operates a stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black–Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

g. Income taxes

Current income Tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. Summary of significant accounting policies and basis of presentation (cont'd)

g. Income taxes (cont'd)

<u>Deferred income tax (cont'd)</u>

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

<u>Flow-through shares</u>

On the issuance of flow-through shares, any premium received in excess of the closing market price of the Company's common shares is initially recorded as a liability ("flow-through tax liability") and included in trade payables and accrued liabilities. Provided that the Company has renounced the related expenditures, or that there is a reasonable expectation that it will do so, the flow-through tax liability is reduced on a pro-rata basis as the expenditures are incurred and a deferred tax liability is recognized. The reduction to the flow-through tax liability is recognized in profit or loss as other income.

To the extent that the Company has suitable unrecognized deductible temporary differences, an offsetting recovery of deferred income taxes would be recorded.

h. Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

i. Impairment of long-lived assets

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of income and comprehensive income.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

3. Summary of significant accounting policies and basis of presentation (cont'd)

j. Exploration and evaluation

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

k. Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements. These changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

3. Summary of significant accounting policies and basis of presentation (cont'd)

l. Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary financial assets.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the group commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

4. Accounting standards issued but not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning after 1 January 2013 or later periods.

The following new standards, amendments and interpretations that have not been early adopted in these financial statements, is not expected to have a material effect on the Company's future results and financial position:

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after 1 January 2015.

New standard IFRS 10 "Consolidated Financial Statements"

This new standard will replace IAS 27 "Consolidated and Separate Financial Statements", and Standing Interpretations Committee abstract ("SIC") 12 "Consolidation – Special Purpose Entities". Concurrent with IFRS 10, the IASB issued IFRS 11 "Joint Ventures"; IFRS 12 "Disclosures of Involvement with Other Entities"; IAS 27 "Separate Financial Statements", which has been amended for the issuance of IFRS 10 but retains the current guidance for separate financial statements; and IAS 28 "Investments in Associates and Joint Ventures", which has been amended for conforming changes based on the issuance of IFRS 10 and IFRS 11.

IFRS 10 uses control as the single basis for consolidation, irrespective of the nature of the investee, eliminating the risks and rewards approach included in SIC-12, and requires continuous assessment of control over an investee. The above consolidation standards are effective for annual periods beginning on or after 1 January 2013.

New standard IFRS 11 "Joint Arrangements"

This new standard requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes lAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities-Non-monetary Contributions by Venturers.

New standard IFRS 12 "Disclosure of Interests in Other Entities"

This new standard establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

4. Accounting standards issued but not yet effective (cont'd)

New standard IFRS 13 "Fair value measurement"

This new standard replaces the fair value measurement guidance currently included in various other IFRS standards with a single definition of fair value and extensive application guidance. IFRS 13 provides guidance on how to measure fair value and does not introduce new requirements for when fair value is required or permitted. It also establishes disclosure requirements to provide users of the financial statements with more information about fair value measurements. IFRS 13 is effect for annual periods beginning on or after 1 January 2013.

Amendments to IAS 32 "Financial Instruments: Presentation"

These amendments address inconsistencies when applying the offsetting requirements, and is effective for annual periods beginning on or after 1 January 2014.

Financial statement presentation

In June 2011, the IASB and the Financial Accounting Standards Board ("FASB") issued amendments to standards to align the presentation requirements for other comprehensive income ("OCI"). The IASB issued amendments to IAS 1 "*Presentation of Financial Statements"* to require companies preparing financial statements under IFRS to group items within OCI that may be reclassified to the profit or loss. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. The amendments are effective for fiscal years beginning on or after 1 July 2012.

The Company has not early adopted these standards and is currently assessing the impact that these standards will have on its consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

5. Financial Instruments and Risk Management

Financial instrument classification and measurement

Financial instruments of the Company, consisting of cash, marketable securities, accounts payable, promissory note payable, loan payable and due to related parties, are carried at amortized cost with the exception of cash and marketable securities, which are carried at fair value.

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's cash and marketable securities have been assessed on the fair value hierarchy described above and classified as Level 1.

In Canadian Dollars

5. Financial Instruments and Risk Management (cont'd)

Risk Management

a) Market risk

Market risk is the risk that changes in market prices will affect the fair value of financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. The Company is not exposed to significant market risk.

b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with major banks in Canada accordingly the Company believes it not exposed to significant credit risk.

c) Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. As the Company has no significant source of cash flows this is a significant risk.

6. Marketable Securities

Marketable securities consist of an investment in shares of a company listed on the Exchange with a market value of $50 at 31 December 2012 (2011 - $50).

7. Exploration and evaluation assets

	Northeast Milliken	Sangudo	Total
EXPLORATION EXPENDITURES			
Balance at 1 January 2011	$ 1	$ 1	$ 2
Balance at 31 December 2011	$ 1	$ 1	$ 2
Balance at 1 January 2012	$ 1	$ 1	$ 2
Balance at 31 December 2012	$ 1	$ 1	$ 2

a) Northeast Milliken Prospect

The Company holds interests in properties in the Northeast Milliken Prospect, in Texas, USA. The carrying cost of the property has been impaired to $1.

In Canadian Dollars

7. Exploration and evaluation assets (cont'd)

b) Sangudo Property

The Company holds a 100% interest in seven oil and gas leases located in Alberta. The carrying cost of the property has been impaired to $1.

c) Chilean Properties

On 30 May 2012 the Company entered into a definitive share purchase agreement to purchase 80% of the issued and outstanding shares of Andes Silver S.A. Cerrada ("Andes"), a private Chilean company. The agreement was amended on 10 April 2013.

The closing of the transaction is subject to a number of conditions, including satisfactory due diligence of Andes by the Company, completion of a financing by the Company for gross proceeds of $1,600,000, Exchange acceptance of National Instrument 43-101 compliant technical reports on the Andes's properties, payment of a finder's fee, entry into the joint venture shareholders' agreement, shareholders and Exchange approval of the proposed name change and Exchange approval of the agreement.

The Company will purchase 80% of the issued and outstanding shares of Andes in exchange for: (1) the issuance of 21,000,000 common shares of the Company; (2) a cash payment of US$276,750 of which US$25,000 ($24,957) has been paid on 1 May 2012 as a non-refundable advance; and (3) a grant of an aggregate 1% net smelter returns royalty payable with respect to each of the properties subject to a maximum payment of US$10,000,000 per property.

Andes owns the titles in properties known as Chanarcillo, Yerbas Buenas, Pircas, Chimbeos and Lomas Bayas properties (collectively, the "Chilean Properties").

During the year ended 31 December 31 2011, the Company incurred the following exploration expenditures on the Chilean Properties, which have been expensed in the statement of comprehensive loss:

		Year ended 31 December 2011
Geological	$	100,608
Administration		50,770
Mapping		23,859
Transportation		21,800
	$	197,037

The company did not incur any exploration expenditures during the year ended 31 December 2012.

8. Accounts payable and accrued liabilities

		31 December 2012		31 December 2011
Accounts payable	$	35,698	$	89,851
Accrued liabilities		22,016		18,800
Taxes payable		116,475		116,475
Due to related parties (Note 11)		17,588		15,000
	$	191,777	$	241,206

In Canadian Dollars

9. Loan and promissory note payable

a) Promissory note payable

The note is unsecured and bears interest at a rate of 8% per annum, payable semi-annually. On 31 December 2012, the lender agreed to not demand repayment of or take any action to collect the note on or before 31 December 2014 and accordingly is now presented as non-current. The principal balance of US$ 318,164 is payable at 31 December 2012 and 2011. The movement in the promissory note payable balance is as follows:

	Year ended 31 December 2012	Year ended 31 December 2011
Balance, beginning	$ 323,573	$ 316,700
Effect of foreign exchange	(7,032)	6,873
Balance, ending	$ 316,541	$ 323,573

b) Loan payable

The loan is unsecured and bears interest at an effective interest rate of 8% per annum. On 31 December 2012, the lender agreed to not demand repayment of or take any action to collect the loan on or before 31 December 2014 and accordingly is now presented as non-current. The movement in the loan payable balance is as follows:

	Year ended 31 December 2012	Year ended 31 December 2011
Balance, beginning	$ -	$ -
Assigned on 30 January 2012 (Note 10)	219,032	-
Increase in loan (promissory note interest not paid)	23,323	-
Interest	17,128	-
Balance, ending	$ 259,483	$ -

In Canadian Dollars

10. Due to related parties

On 30 January 2012, the amount due to related parties as at 31 December 2011 was assigned to a party at arms' length and to a company controlled by a director of the Company. The amount due to related parties is unsecured, bears interest at an effective interest rate of 8% per annum. On 31 December 2012, the related party agreed to not demand repayment of or take any action to collect the loan on or before 31 December 2014 and accordingly is now presented as non-current. The movement in the amounts due to related parties is as follows:

		Year ended 31 December 2012		Year ended 31 December 2011
Balance, beginning	$	438,390	$	365,530
Increase (interest on promissory note and other advances)		4,984		42,909
Repayments		(14,988)		-
Assigned to third party (Note 9)		(219,032)		-
Interest		16,268		29,951
Balance, ending	$	225,622	$	438,390

11. Related party transactions

The Company incurred the following costs with directors, officers and companies controlled by directors and officers of the Company for the year ended 31 December 2012:

a) Management fees of $44,632 (2011 - $Nil) was paid to companies controlled by directors.
b) Management fees of $26,500 (2011 - $Nil) was paid to a director of the Company.
c) Management fees of $Nil (2011 - $30,000) was paid to a former director of the Company.
d) Professional fees of $19,634 (2011 - $Nil) was paid to an accounting firm of which a partner is a director of the Company.
e) Professional fees of $Nil (2011 - $30,000) was paid to a former director of the Company.
f) Salaries and benefits of $Nil (2011 - $29,335) was paid to a former director of the Company.
g) Office rent of $Nil (2011 - $19,500) was paid to a former director of the Company.
h) Office rent of $17,666 (2011 - $Nil) was paid to companies with common directors.
i) Marketing and development expenses of $Nil (2011 - $25,000) were paid to an individual related to a former director of the Company.
j) Professional fees of $Nil (2011 - $41,750) were paid to former directors of the Company.
k) Professional fees of $Nil (2011 - $12,647) were paid to a legal firm of which a partner is the former secretary of the Company.
l) Director fees of $Nil (2011 - $15,000) to a director of the Company.

The following amounts owing to related parties are included in accounts payable and accrued liabilities as at 31 December 2012 (Note 8):

a) $7,840 (2011 - $Nil) owing to a company controlled by a director of the Company;
b) $2,500 (2011 - $15,000) owing to a director of the Company; and
c) $7,248 (2011 - $Nil) owing to an accounting firm of which a partner is a director of the Company.

In Canadian Dollars

12. Share capital

a) Authorized

Unlimited common shares without par value.

b) Issued

On 1 September 2011, pursuant to the terms of the private placement, the Company issued 2,848,334 units at $0.30 per share for total proceeds of $854,500. Each unit consist of one common share and one share purchase of warrants which is exercisable at $0.40 per warrant up to 1 September 2013. The Company incurred share issuance costs of $20,242 and issued 51,500 agent's warrants exercisable on the same basis. No fair value has been attributed to the share purchase warrants forming part of the unit placement. The fair value of the agent's warrants issued has been estimated at $9,000 using the Black-Scholes option pricing model with the following assumptions: expected life – 2 years, risk free rate – 0.63%, volatility – 117% and a dividend yield of 0%.

c) Stock options

The Company maintains a stock option plan whereby it may grant options to its directors, officers, employees and key consultants. The terms and conditions of options are determined solely by the Board of Directors. Options are generally granted with a term not exceeding five years, vest immediately, and have exercise prices equal to the market value of the shares on the date of grant.

There were no options issued or outstanding during the years ended 31 December 2012 and 2011.

d) Warrants

Warrant activity during the year ended 31 December 2012 and 2011 is as follows:

WARRANTS OUTSTANDING

	Expiry Date	Number of Warrants	Weighted Average Exercise Price
Balance - 31 December 2010		-	$ -
Share Purchase Warrants Granted	1 September 2013	2,848,334	0.40
Agent's Warrants Granted	1 September 2013	51,500	0.40
Balance - 31 December 2012 and 2011		2,899,834	$ 0.40

The weighted average life of warrants outstanding at 31 December 2012 is 0.67 years

e) Share-based payment reserve

Share-based payment reserve records the fair value of warrants and options issued for services until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital.

In Canadian Dollars

13. Income tax expense and deferred tax assets

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	Year ended 31 December 2012	Year ended 31 December 2011
Loss before income taxes	$ (301,622)	$ (620,390)
Statutory income tax rate	25%	26.5%
Expected income tax recovery	(75,406)	(164,403)
Non-deductible expenses	-	3,470
Other permanent differences	(40,316)	-
Effect of change in tax rate	-	9,933
Change in valuation allowance	115,722	151,000
Income tax recovery	$ -	$ -

The Company has the following deductible temporary differences for which no deferred tax asset has been recognized:

	31 December 2012	31 December 2011
Non-capital losses	$ 897,000	$ 757,000
Exploration and evaluation assets	264,000	291,000
Share issuance costs	-	5,000
Eligible capital expenditure	66,000	58,000
Deferred income tax assets	1,227,000	1,111,000
Valuation allowance	(1,227,000)	(1,111,000)
	$ -	$ -

The non-capital losses expire as follows:

2014	$ 302,162
2015	397,792
2026	348,335
2027	457,296
2028	186,971
2029	394,499
2030	544,210
2031	639,939
2032	314,853
	$ 3,586,057

14. Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity and cash.

14. Capital Management (cont'd)

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets.

The Company is dependent on the capital markets as its source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects.

The Company is subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the year.

15. Subsequent event

On 15 January 2013 the Company entered into a loan agreement with an arms' length individual. The lender agreed advance $80,000 to the Company in two installments of $40,000.

The loan is unsecured and bears interest of 12% per annum, compounded monthly. The loan principle and interest is repayable on or before 1 April 2014.