

**TALMORA DIAMOND INC**  
**CONDENSED INTERIM FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED**  
**MARCH 31, 2014**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

**TALMORA DIAMOND INC.**

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

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 an auditor has not reviewed the financial statements.

The accompanying unaudited condensed 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.

**TALMORA DIAMOND INC.**  
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**March 31, 2014**

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**TALMORA DIAMOND INC.**  
**CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION**  
**(Expressed in Canadian Dollars)**  
**(UNAUDITED) MARCH 31, 2014**

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	Notes	As at March 31, 2014 \$	As at December 31, 2013 \$
<b>ASSETS</b>			
Current			
Cash	6	73,177	50,615
Sundry receivables	12	5,237	26,978
Total current assets		78,414	77,593
Equipment		24,932	26,595
<b>Total assets</b>		<b>103,346</b>	<b>104,188</b>
<b>LIABILITIES</b>			
Current			
Accounts payable and accrued liabilities	12	13,700	83,919
<b>Total liabilities</b>		<b>13,700</b>	<b>83,919</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	8	2,905,170	2,808,157
Warrant reserve	8	45,206	41,727
Share-based payment reserve	9	68,458	68,456
Deficit		(2,929,188)	(2,898,071)
<b>Total shareholders' equity</b>		<b>89,646</b>	<b>20,269</b>
<b>Total liabilities and shareholders' equity</b>		<b>103,346</b>	<b>104,188</b>

Going concern (Note 1)  
Commitments and contingencies (Notes 7 and 14)

Approved on behalf of the Board of Directors:

/s/ Raymond Davies  
Director

/s/ Richard Hogarth  
Director

## TALMORA DIAMOND INC.

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## CONDENSED INTERIM STATEMENTS OF OPERATIONS AND DEFICIT

(Expressed in Canadian Dollars)

(UNAUDITED) FOR THE THREE MONTHS ENDED MARCH 31, 2014

..

**Three Months Ending  
March 31**

	Notes	2013 \$	2014 \$
<b>Expenses</b>			
Administration	12	19,261	24,578
Exploration and evaluation expenditures	6, 12	6,000	248
Share-based payments	9, 12	3,179	3
Professional fees		2,250	4,626
Depreciation		<u>1,662</u>	<u>1,662</u>
<b>Loss before interest income</b>		(32,352)	(31,117)
Interest income		<u>-</u>	<u>-</u>
<b>NET INCOME (LOSS) FOR THE PERIOD</b>		(32,352)	(31,117)
<b>(Deficit), beginning of period</b>		<u>(2,766,709)</u>	<u>(2,898,071)</u>
<b>(Deficit), end of period</b>		<u>(2,799,061)</u>	<u>(2,929,188)</u>
<b>NET (LOSS) per share – basic and diluted</b>		<u>0.00</u>	<u>0.00</u>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – basic and diluted</b>		<u>56,367,502</u>	<u>60,948,801</u>

## TALMORA DIAMOND INC.

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## CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Expressed in Canadian Dollars)

(UNAUDITED) FOR THE THREE MONTHS ENDED MARCH 31, 2014

	Notes	Share Capital	Share-based payment reserve	Warrant reserve	Deficit	Total
		\$	\$	\$	\$	\$
Balance at January 1, 2013		2,714,016	39,219	153,823	(2,766,709)	140,349
Share-based payments	9	-	3,178	-	-	3,178
Net loss and comprehensive loss for the period		-	-	-	(32,352)	(32,352)
Balance at March 31, 2013		2,714,016	42,397	153,823	(2,799,061)	111,176
Private placements	8	17,308	-	8,250	-	25,558
Share-based payments	9	-	26,059	-	-	26,059
Tax effect of expired warrants		-	-	-	(13,300)	(13,300)
Expired warrants				(102,513)	102,513	
Warrants exercised		76,833	-	(17,833)	-	59,000
Net loss and comprehensive loss for the period					(188,223)	(188,223)
Balance at December 31, 2013		2,808,157	68,456	41,727	(2,898,071)	20,369
Share-based payments		-	2	-	-	2
Net loss and comprehensive loss for the period					(31,117)	(31,117)
Private placement		97,013		3,479		100,392
Balance at March 31, 2014		2,905,170	68,458	45,206	(2,929,188)	89,646

**TALMORA DIAMOND INC.**  
**CONDENSED INTERIM STATEMENTS OF CHANGES IN CASH FLOWS**  
**(Expressed in Canadian Dollars)**  
**(UNAUDITED) FOR THE THREE MONTHS ENDED MARCH 31, 2014**

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	<b>Three Months Ending March 31</b>	
	<b>2013</b>	<b>2014</b>
<b>Notes</b>	<b>\$</b>	<b>\$</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net (loss) for the period	(32,352)	(31,117)
Changes not involving cash:		
Depreciation	1,662	1,662
Share-based payments	3,179	2
Changes in non-cash working capital balances:		
Decrease (increase) in sundry receivables	49,089	21,741
Increase (decrease) in accounts payable and accrued liabilities	(12,683)	(70,219)
Cash flows from operating activities	<u>8,895</u>	<u>(77,930)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Private placement	<u>30,446</u>	<u>100,492</u>
Cash flows from financing activities	<u>30,446</u>	<u>100,492</u>
Increase (decrease) in cash and cash equivalents	39,341	22,562
Cash and cash equivalents, beginning of period	<u>31,380</u>	<u>50,615</u>
Cash and cash equivalents, end of period	<u>70,721</u>	<u>73,177</u>

## **1. CORPORATE INFORMATION AND GOING CONCERN**

Talmora Diamond Inc. (the "Company" or "Talmora") was incorporated on April 18, 1996 under the Canada Business Corporations Act. The Company is publicly traded with its shares listed on the Canadian National Stock Exchange. The Company's registered and head office is located at 6 Willowood Court, Toronto, Ontario, Canada, M2J 2M3.

These financial statements were reviewed, approved and authorized for issue by the Board of Directors on May 28, 2014.

The Company is in the business of exploring and evaluating mineral exploration properties. There has been no determination whether the Company's interests in mineral properties contain mineral reserves, which are economically recoverable. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainty.

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

As at March 31, 2014, the Company had continuing losses, cash totaling \$73,177 and working capital of \$64,714. The Company's ability to continue operations and fund its exploration property expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Because of this uncertainty there is significant doubt about the ability of the Company to continue as a going concern. These financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

## **2. BASIS OF PRESENTATION**

The statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The policies applied in these financial statements are based on IFRS issued and outstanding as of December 31, 2013.

The financial statements have been prepared on the historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

### **3. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED**

Effective January 1, 2013, the Company adopted the following new standards, interpretations and amendments to the existing standards as issued by the IASB.

IFRS 11 Joint Arrangements ("IFRS 11") replaces the guidance in IAS 31 Interests in Joint Ventures. Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previously jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11, joint ventures are stripped of the free choice of equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 Investments in Associates and IAS 36 Impairments of Assets. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. The Company adopted IFRS 11 effective January 1, 2013. There was no material impact on the Company's financial statements upon adoption of this standard.

IFRS 13 Fair Value Measurement ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company adopted IFRS 13 effective January 1, 2013. There was no material impact on the Company's financial statements upon adoption of this standard.

IAS 1 Presentation of Financial Statements ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012. There was no material impact on the Company's financial statements upon adoption of the amendments to this standard.

IFRS 7 — Financial Instruments: Disclosures ("IFRS 7") was amended by the IASB in December 2011 to amend the disclosure requirements in IFRS 7 to require information about all recognised financial instruments that are offset in accordance with paragraph 42 of IAS 32 Financial Instruments: Presentation. The amendments also require disclosure of information about recognised financial instruments subject to enforceable master netting arrangements and similar agreements even if they are not set off under IAS 32. The adoption of this standard did not result in any changes to the Company's disclosure of its financial instruments.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2014. Updates that are not applicable or are not consequential to the Company have been excluded from the list below.

**3. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED**  
**(Continued)**

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). 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. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. 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 January 1, 2018. Earlier adoption is permitted.

IAS 32 Financial Instruments: Presentation (“IAS 32”) was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014.

IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”) was amended by the IASB in June 2013 to clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations does not terminate hedge accounting. The amendments to IAS 39 are effective for annual periods beginning on or after January 1, 2014.

The Company has not yet determined the impact of the above standards on its financial statements.

**4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**

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

**4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)**

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- The inputs used in accounting for share-based payment transactions. Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. These assumptions are based largely on historical trends and management's expectations of the future. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.
- Management assumption of no material restoration, rehabilitation and environmental obligations, based on the facts and circumstances that existed during the period. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.
- In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

## 5. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### Functional and presentation currency

The Company's presentation and functional currency is the Canadian dollar ("C\$"). The Company does not have any foreign operations. Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at period end exchange rates are recognized in the statement of loss.

### Flow through shares

The Company finances a portion of its Horton River project exploration and evaluation activities through the issuance of flow-through shares. Under the terms of the flow-through common share issues, the tax attributes of the related expenditures are renounced to investors and deferred income tax expense and income tax liabilities are increased by the estimated income tax benefits renounced by the Company to the investors. On the date of issuance of the flow-through shares, the premium relating to the proceeds received in excess of the fair value of the Company's common shares is allocated to liabilities. The premium liability is reduced during the period of renunciation. The reduction to the premium liability in the period of renunciation is recognized through net loss.

Where the Company has unused tax benefits on loss carry forwards and tax pools in excess of book value available for deduction, the Company offsets the increase in deferred tax liabilities resulting in an offsetting recovery of deferred income taxes being recognized through net loss in the reporting period.

### Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. The Company currently operates in one business segment, being the exploration and evaluation of resource properties. All of the Company's assets are located in Canada.

### Share-based payment

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the stock options and share-based payment reserve note (Note 9).

The fair value is measured at the grant date and each tranche is recognized on a graded-vesting basis over the period in which options vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For those options and warrants that expire after vesting, the recorded value is transferred to deficit.

## 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

### Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares. The issued and outstanding stock options and warrants were not included in the calculation of diluted loss per share for the periods presented, as their effect would be anti-dilutive.

### Cash and cash equivalents

Cash and cash equivalents in the statement of financial position are comprised of cash at banks, on hand, short-term deposits with an original maturity of three months or less, and guaranteed investment certificates which are readily convertible into a known amount of cash. The Company's cash and cash equivalents are invested with major financial institutions in business accounts and guaranteed investment certificates that are available on demand by the Company for its programs. The Company does not invest in any asset-backed deposits/investments. As at December 31, 2013 and December 31, 2012, the Company did not have any cash equivalents.

### Share capital

Common shares are classified as equity. Costs directly attributable to the issue of new shares and warrants are shown in equity as a deduction, net of tax benefits received, if any, from proceeds.

## 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. A change in estimate of a recognized provision or liability would result in a charge or credit to operations in the period in which the change occurs, with the exception of decommissioning and restoration costs described below.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. Where discounting is used, the increase in the provision due to the passage of time referred to as "unwinding of discount" is recognized in the statement of loss as a finance cost.

#### *Decommissioning and restoration provisions*

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground / environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets to the extent that it was incurred prior to the production of related ore. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in the statement of loss as a finance cost.

Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognized immediately in the statement of loss.

The Company does not currently have any such significant legal or constructive obligations and therefore no decommissioning liabilities have been recorded as at December 31, 2013 and December 31, 2012.

Contingent assets are not recognized in the financial statements but they are disclosed by way of a note if they are deemed probable.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company. Contingent liabilities are recognized in the financial statements unless the possibility of an outflow of economic resources is considered remote, uncertain, difficult to quantify or the events giving rise to such contingent liabilities occur subsequent to the reporting date. In these cases they are disclosed in the notes to the financial statements.

## **5. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **Exploration and evaluation expenditures**

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of mineral properties, property option payments and evaluation activity.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

### **Equipment**

On initial recognition, equipment is valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses. Depreciation is based on the cost of an asset less its residual value. Depreciation is recognized in profit or loss over the estimated useful life of the exploration equipment on a 20% declining balance basis.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

The cost of replacing part of an item of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of equipment are recognized in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial year in which they are incurred.

### **Leases**

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the statement of financial position as a finance lease payable.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

## 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets

Financial assets are classified at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or derivatives. The Company determines the classification of its financial assets at initial recognition. The Company's cash has been classified as loans and receivables.

Financial assets at fair value through profit or loss are initially recognized at fair value with changes in fair value recorded through net loss. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost less any impairment.

### Financial liabilities

Financial liabilities are classified at fair value through profit or loss, other financial liabilities, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. The Company has classified its accounts payable and accrued liabilities and finance lease as other financial liabilities.

All financial liabilities are recognised initially at fair value and in the case of other financial liabilities, plus directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest and any transaction costs over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition.

Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

### Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted.

Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- the likelihood that the borrower will enter bankruptcy or financial re-organization.

## 6. EXPLORATION AND EVALUATION EXPENDITURES

The exploration and evaluation expenditures incurred by the Company are as follows:

	Three months ended	
	March 31, 2014	March 31, 2013
	\$	\$
Exploration and evaluation expenditures	248	6,000
Total	248	6,000

The cumulative exploration and evaluation expenditures are broken down as follows:

	2014 \$
Exploration and evaluation expenditures	
Professional exploration fees	248
Balance, March 31, 2014	248
	-
Cumulative expenditures, beginning of year, January 1, 2014	2,069,718
Cumulative expenditures, March 31, 2014	2,069,966

## 6. EXPLORATION AND EVALUATION EXPENDITURES (Continued)

As at March 31, 2013 the Company held prospecting permits and claims in the Horton River area, south of Paulatuk, about 400 kilometres east of Inuvik, in the Northwest Territories. All eleven permits lapsed during the year ended December 31, 2012. Most of the claims are in the Inuvialuit Settlement Area and some of the claims are in the adjoining Sahtu Settlement Area. All are on Crown Land.

The Crown owns both mineral and surface rights to the claim areas, the exploration and exploitation of which is governed by the Canada Mining Regulations. Prospecting permits, claims, mining leases and work permits are dealt with under these regulations. The Land Settlement Agreements deal with environmental matters, creates environmental agencies and related procedures, and provides the Inuvialuit and Sahtu with equal representation on the agencies. Those who conduct economic activity in the region require their approval.

Permits require a deposit paid in advance, refundable when equivalent exploration work has been performed. Areas of interest within the permits may be staked by the permit holder before the expiration of the permits but may not be staked by the permit holder for one year after the expiration of the permits. Claims require assessment work of \$4.00/acre for the first two years and \$2.00/acre for each year thereafter.

A report on the work carried out in 2012 has been approved and has extended the life of 9 claims that were previously shown as expiring October 11, 2013.

All performance bonds on permits where work had been performed have been refunded and there are none outstanding.

<b>Property Units</b>	<b>Size Acres</b>	<b>Record Date</b>	<b>Current Expiry Date</b>
24 Claims	3,822.10	Sept.22, 2011	Sept. 22, 2021
6 Claims	7,644.20	Sept.22, 2011	Sept. 22, 2018
6 Claims	2,530.85	Sept.22, 2011	Sept. 22, 2016
10 Claims	774.75	Aug. 13, 2009	Aug. 13, 2019
115 Claims	12,086.10	Aug. 13, 2009	Aug.13, 2016
12 Claims	6,352.950	Oct. 11, 2007	Oct. 11, 2016
38 Claims	35,573.20	Oct. 11, 2007	Oct. 11, 2017
211	68,784.15		

## 7. SHARE CAPITAL AND WARRANT RESERVE

### Authorized

The authorized share capital consists of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

### Common shares issued

	Number #	Amount \$
Balance, December 31, 2011	45,431,679	2,307,471
Common shares issued for cash (i)	1,200,000	60,000
Flow-through common shares issued for cash (i)	1,800,000	90,000
Warrant valuation (i)	-	(34,768)
Share issue costs (i)	-	(4,277)
Common shares issued for cash (ii)	1,700,000	85,000
Flow-through common shares issued for cash (ii)	3,900,000	195,000
Warrant valuation (ii)	-	(86,278)
Share issue costs (ii)	-	(3,694)
Options exercised	526,000	40,449
Warrants exercised	1,000,000	65,113
Balance, December 31, 2012	55,557,679	2,714,016
Warrants exercised	1,180,000	76,833
Share issue costs (iii)	-	(1,557)
Common shares issued for cash (iii)	526,509	15,795
Flow-through common shares issued for cash (iii)	377,280	15,091
Flow-through premium (iii)	-	(3,771)
Warrant valuation (iii)	-	(8,250)
Common shares issued for cash (iv)	3,180,053	95,402
Flow-through common shares issued for cash (iv)	127,280	5,091
Warrant valuation (iv)	-	(3,479)
<b>Balance, March 31, 2014</b>	<b>60,948,801</b>	<b>2,905,170</b>

(i) On April 16, 2012, the Company closed a private placement financing for 3,000,000 units, comprised of 1,200,000 non-flow-through units and 1,800,000 flow-through units that were sold at \$0.05 per unit, for gross proceeds of \$150,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire one common share for \$0.10 until April 16, 2014. If during the term of the warrants, the common shares of the Company trade at or above \$0.20 for a period of 20 consecutive trading days, the Company may notify the warrant holder to exercise the warrants at a date no later than 30 calendar days after this notification date or these unexercised warrants will expire at that time.

The grant date fair value of the warrants of \$34,768 or \$0.02 per whole warrant was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 159%; risk free interest rate of 1.23%; and expected life of two years. A cash commission of \$1,500 was paid on the brokered part of the financing.

## **7. SHARE CAPITAL AND WARRANT RESERVE (Continued)**

Directors and officers of the Company acquired a total of 1,500,000 units pursuant to this financing, for gross proceeds of \$75,000.

(ii) On July 24, 2012, the Company closed a private placement financing for 5,600,000 units, comprised of 1,700,000 non-flow-through units and 3,900,000 flow-through units that were sold at \$0.05 per unit, for gross proceeds of \$280,000. Each unit consisted of one common share and one common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire one common share for \$0.05 until July 24, 2013. If during the term of the warrants, the common shares of the Company trade at or above \$0.10 for a period of 20 consecutive trading days, the Company may notify the warrant holder to exercise the warrants at a date no later than 30 calendar days after this notification date or these unexercised warrants will expire at that time.

The grant date fair value of the warrants of \$86,278 or \$0.015 per whole warrant was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 145%; risk free interest rate of 0.96%; and expected life of one year. A cash commission of \$2,500 was paid on the brokered part of the financing.

Directors and officers of the Company acquired a total of 2,740,000 units pursuant to this financing, for gross proceeds of \$137,000.

(iii) On September 16, 2013, the Company closed a private placement financing for 903,789 units, comprised of 526,509 non-flow-through units that were sold at \$0.03 per unit, and 377,280 flow-through units that were sold at \$0.04 per unit, for gross proceeds of \$30,886. Each unit consisted of one common share and one common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire one common share for \$0.05 until September 16, 2014. If during the term of the warrants, the common shares of the Company trade at or above \$0.10 for a period of 20 consecutive trading days, the Company may notify the warrant holders to exercise the warrants at a date no later than 30 calendar days after this notification date or the unexercised warrants will expire.

The grant date fair value of the warrants of \$8,250 or approximately \$0.01 per whole warrant was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 173%; risk free interest rate of 1.23%; and a life of one year.

Directors and officers of the Company acquired a total of 320,000 units pursuant to this financing, for gross proceeds of \$12,100.

(iv) On March 21, 2014 the Company closed a non-brokered private placement of 3,307,333 units comprised of 3,180,053 Hard-Dollar Units at \$0.03 per unit and 127,280 Flow-Through Units at \$0.04 per unit, for gross proceeds of \$100,493. Each unit consisted of one common share and one common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire a common share at a price of \$0.05 until March 21, 2015. Directors and officers of the Company acquired a total of 2,750,000 units in the financing.

The grant date fair value of the warrants of \$3,479 or approximately \$0.01 per whole warrant was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 121.68%; risk free interest rate of 1.02%; and a life of one year.

Directors and officers of the Company acquired a total of 2,750,000 units pursuant to this financing, for gross proceeds of \$83,000.

## 7. SHARE CAPITAL AND WARRANT RESERVE (Continued)

(v) On November 5, 2012 and on December 13, 2012, a director of the Company exercised in total 1,000,000 warrants to net the Company \$50,000.

On July 16, 2013, a director of the Company exercised 1,000,000 warrants to net the Company \$50,000.

On July 19, 2013, an officer of the Company exercised 180,000 warrants at \$0.05 per share to net the Company \$9,000.

On July 8, 2013, 4,000,000 warrants expired.

On July 24, 2013, 3,420,000 warrants expired. Series-9 warrants were comprised of 5,600,000 warrants of which 2,180,000 were exercised.

### 7. Warrant reserve

A summary of changes in warrants is as follows:

	Warrants #	Weighted Average Exercise Price \$	Value \$
Balance, December 31, 2011	5,650,000	0.13	67,126
Expired	(1,650,000)	0.16	(16,300)
Issued, net of costs of \$1,291	1,500,000	0.10	33,477
Issued, net of costs of \$1,645	5,600,000	0.05	84,633
Exercised	(1,000,000)	0.05	(15,113)
Balance, December 31, 2012	10,100,000	0.08	153,823
Expired	(4,000,000)	0.10	(50,826)
Expired	(3,420,000)	0.05	(51,687)
Exercised	(1,180,000)	0.05	(17,833)
Issued	903,789	0.05	8,250
Balance, December 31, 2013	2,403,789	0.08	41,727
Issued	3,307,333	0.05	3,479
Balance, March 31, 2014	5,711,122	0.06	45,206

As at **March 31, 2014**, the following warrants were issued and outstanding :

Number of Warrants #	Exercise Price \$	Value \$	Expiry Date
1,500,000	0.10	33,477	April 16, 2014
903,789	0.05	8,250	September 16, 2014
3,307,333	0.05	3,479	March 21, 2015
5,711,122	0.06	45,206	

The warrants outstanding and exercisable as at March 31, 2014 have a weighted average remaining contractual life of 0.64 years (December 31, 2013 - 0.65 years)

On April 16, 2014, 1,500,000 warrants expired unexercised.

## **8. STOCK OPTIONS AND SHARE-BASED PAYMENT RESERVE**

The Company has a stock option plan under which officers, directors, employees, and consultants of the Company are eligible to receive stock options. The aggregate number of shares to be issued upon exercise of all options granted under the plan may not exceed 10% of the outstanding shares of the Company. Options granted under the plan generally have a term of five years and vest at terms to be determined by the directors at the time of grant. The exercise price of each option is fixed by the board of directors but shall not be less than the price permitted by any stock exchange on which the Company's common shares may be listed which is generally the trading price of the Company's stock at or about the grant date of the options.

A summary of changes in stock options is as follows:

	Options #	Weighted Average Exercise Price \$
Balance, December 31, 2011	4,201,000	0.07
Expired, April 25, 2012	(1,600,000)	0.10
Granted, June 29, 2012	1,890,000	0.05
Granted, July 20, 2012	100,000	0.05
Granted, November 1, 2012	20,000	0.05
Forfeited	(60,000)	0.05
Exercised	(526,000)	0.05
Balance, December 31, 2012	4,025,000	0.05
Granted July 2, 2013	1,343,000	0.05
Balance, December 31, 2013 and March 31, 2014	5,368,000	0.05

## **8. STOCK OPTIONS AND SHARE-BASED PAYMENT RESERVE (Continued)**

As at March 31, 2014, the following options were issued and outstanding:

Options Granted #	Options Exercisable #	Exercise Price \$	Expiry Date	Remaining Contractual Life (years)
50,000	50,000	0.05	March 1, 2015	.92
951,000	951,000	0.05	June 9, 2015	1.19
100,000	100,000	0.05	May 1, 2016	2.09
914,000	914,000	0.05	December 16, 2016	2.71
1,890,000	1,890,000	0.05	June 29, 2017	3.25
100,000	100,000	0.05	July 20, 2017	3.31
20,000	16,666	0.05	November 1, 2017	3.59
1,343,000	1,343,000	0.05	July 2, 2018	4.25
5,368,000	5,364,666			

The weighted average exercise price of options outstanding and exercisable at March 31, 2014 is \$0.05 (December 31, 2012 - \$0.05). The options outstanding and exercisable as at March 31, 2014 have a weighted average remaining contractual life of 3.01 years and 3.00 years (2013 - 3.25 years and 3.39 years) respectively.

On June 29, 2012, the Company granted stock options to acquire 1,890,000 common shares of the Company at an exercise price of \$0.05 per share, which expire on June 29, 2017 and vest as to 16.67% every three months beginning September 29, 2012, and ending December 29, 2013.

On July 20, 2012, the Company granted stock options to acquire 100,000 common shares of the Company at an exercise price of \$0.05 per share, which expire on July 20, 2017 and vest as to 16.67% every three months beginning October 20, 2012 and ending January 20, 2014.

On November 1, 2012, the Company granted stock options to acquire 20,000 common shares of the Company at an exercise price of \$0.05 per share, which expire on November 1, 2017 and vest as to 16.67% every three months beginning February 1, 2013 and ending May 1, 2014.

On November 5, 2012, 526,000 stock options were exercised at \$0.05 for cash proceeds of \$26,300.

On July 2, 2013, the Company granted stock options to acquire 1,343,000 common shares of the Company at an exercise price of \$0.05 per share, which expire on July 02, 2018. These options vest immediately.

The weighted average grant date fair value of the options issued during the year ended December 31, 2013 is \$0.02 (2012 - \$0.004). The grant date fair value of the options was estimated using the Black Scholes option pricing model with the following weighted average assumptions: expected dividend yield of 0% (2012 - 0%); expected volatility of 141% (2012 - 158%), risk free interest rate of 1.77% (2012 - 1.18%); and expected life of 5 years (2012 - 5 years).

## **9. CAPITAL MANAGEMENT**

When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain appropriate returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary, in order to support the acquisition, exploration and development of its projects. The Board of Directors does not establish criteria for quantitative return on capital for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital to be equity, which comprises share capital, warrant reserve and share-based payment reserve. The properties in which the Company currently has an interest are at the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned project related development activities and pay for exploration and administrative costs, the Company will spend its existing working capital and plans to raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There was no change to the Company's approach to capital management during the years ended December 31, 2013 and 2012. The Company is not subject to any externally imposed capital requirements.

## **10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT**

### **Categories of financial instruments and fair value measurement**

The Company defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an arm's length transaction between market participants at the measurement date. When appropriate, the Company adjusts the valuation models to incorporate a measure of credit risk.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). The Company does not have any Level 3 financial instruments.

The Company does not have any financial statements that are carried at fair value.

The carrying values of the Company's financial assets and financial liabilities approximate fair values given their short-term nature.

## 10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

The Company is exposed to a variety of financial risks: credit risk, liquidity risk, property risk, and market risk, including price risk, interest rate and currency risk, as explained below. Risk management is carried out by the Company's management team with guidance from the Audit Committee and the Board of Directors. There were no changes in the Company's policies and procedures for managing risk during the years ended December 31, 2013 and 2012.

### Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2014, the Company had a cash balance of \$73,177 (2013 – \$70,721) to settle current liabilities of \$13,700 (2013 – \$54,328).

### Credit Risk

The Company has no significant concentration of credit risk arising from operations. Cash equivalents, when applicable, consist of guaranteed investment certificates, which will be invested with reputable financial institutions, from which management believes the risk of loss to be remote. Management believes that the credit risk is remote.

### Market Risk

#### (a) Interest Rate Risk

The Company may have cash equivalent balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Currently, the Company does not hedge against interest rate risk.

#### (b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

#### (c) Price Risk

The Company is exposed to price risk with respect to diamond prices. The Company closely monitors diamond prices to determine the appropriate course of action to be taken by the Company. As the Company's mineral properties are in the exploration stage and do not contain any mineral resources or mineral reserves, the Company does not hedge against price risk.

### Property Risk

The Company's significant mineral exploration property is the Horton River property. Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon the Horton River property. If no additional mineral exploration properties are acquired by the Company, any material development affecting the Horton River property could have a material effect on the Company's financial condition and results of operations.

### Sensitivity Analysis

The Company does not anticipate any material fluctuations in its financial assets and liabilities as a result of changes in interest or foreign currency rates.

## 11. RELATED PARTY DISCLOSURES

Related parties include officers and members of the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Remuneration of directors and key management of the Company was as follows:

	Cumulative - Years ended March	
	2014 \$	2013 \$
Salaries and benefits	14,364	14,177
Share-based payments	3	29,237

In the year ended March 31, 2014, the total included in the above table was \$14,364 of which \$188 was included in exploration in exploration and evaluation expenditures with the balance of \$14,176 charged to administration expense.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

See Note 8 for details on related party private placement subscriptions.

## 12. COMMITMENTS AND CONTINGENCIES

### Flow-Through

The Company agreed to renounce flow-through expenditures in the amount of \$15,091 to investors with an effective date of December 31, 2013 pursuant to private placement financings that occurred during the year ended December 31, 2013. As at December 31, 2013, the Company had fulfilled its flow-through expenditure requirement. The Company has agreed to indemnify the subscribers of its flow-through shares for any tax-related consequences that become payable by them, if the Company failed to meet its expenditure commitment.

The Company agreed to renounce flow-through expenditures in the amount of \$5,091 to investors with an effective date of December 31, 2014 pursuant to private placement financings that occurred during the year 2014. Of this amount, \$248 was incurred to March 31, 2014. The remaining balance of \$4,843 required to be spent by December 31, 2015

The Company has agreed to indemnify the subscribers of its flow-through shares for any tax-related consequences that become payable by them, if the Company failed to meet its expenditure commitment.

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### Environmental Contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

## 13. SUBSEQUENT EVENTS

### Expiry of Warrants

On April 16, 2014, 1,500,000 warrants expired. unexercised.