

Corazon Gold Corp.
Consolidated Financial Statements
Year Ended December 31, 2011 and the period
from February 26, 2010 to December 31, 2010

Expressed in Canadian Dollars



KPMG LLP
Chartered Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3031
Internet www.kpmg.ca

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Corazon Gold Corp.

We have audited the accompanying consolidated financial statements of Corazon Gold Corp., which comprise the consolidated statements of financial position as at December 31, 2011 and December 31, 2010, the consolidated statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the year ended December 31, 2011 and the period from incorporation on February 26, 2010 to December 31, 2010, and notes, comprising 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit 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 our 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, we consider 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 we have obtained 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 consolidated financial position of Corazon Gold Corp. as at December 31, 2011 and December 31, 2010 and its consolidated financial performance and its consolidated cash flows for the year ended December 31, 2011 and for the period from incorporation on February 26, 2010 to December 31, 2010 in accordance with International Financial Reporting Standards.

KPMG LLP

Chartered Accountants

April 29, 2012

Vancouver, Canada

Corazon Gold Corp.
Consolidated statements of financial position
(Expressed in Canadian dollars)

	Notes	December 31, 2011	December 31, 2010
ASSETS			
Current assets			
Cash and cash equivalents	4	\$ 5,390,658	\$ 63,426
Receivables, deposits and prepaid expenses	5	98,760	20,403
Loan receivable	6	500,000	-
		5,989,418	83,829
Non-current assets			
Reclamation bond		5,000	-
Property and equipment	7	265,377	57,252
Exploration and evaluation assets	8	-	1,190,422
		270,377	1,247,674
TOTAL ASSETS		\$ 6,259,795	\$ 1,331,503
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	9	\$ 280,434	\$ 375,024
Promissory notes	10	-	429,500
TOTAL LIABILITIES		280,434	804,524
SHAREHOLDERS' EQUITY			
Share capital	12	13,842,226	1,046,948
Share-based payment reserve	12	1,843,984	-
Foreign currency translation reserve		17,314	(38,579)
Accumulated deficit		(9,724,163)	(481,390)
TOTAL SHAREHOLDERS' EQUITY		5,979,361	526,979
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 6,259,795	\$ 1,331,503

Approved by the board of directors on April 29, 2012

"John King Burn"
Director

"Patrick Brauckman"
Director

Corazon Gold Corp.
Consolidated statements of operations and comprehensive loss
(Expressed in Canadian dollars)

	Notes	Year ended December 31, 2011	From February 26, 2010 to December 31, 2010
Administrative expenses			
Audit and accounting fees		\$ 103,462	\$ 39,500
Consulting fees		110,036	128,160
Corporate development		441,185	30,237
Depreciation		60,642	6,624
Finders fees	2, 12	250,000	-
Legal fees and expenses		155,055	154,202
Office		193,691	14,843
Property examination costs		6,424	23,557
Regulatory fees		116,377	654
Salaries and benefits		346,348	2,713
Share-based payments	12	1,334,258	-
Travel and accommodation		55,069	80,230
		3,172,547	480,720
Other expense (income)			
Foreign exchange loss (gain)		(20,226)	670
Other Income	14	(43,474)	-
Impairment of mineral properties	8	6,133,926	-
		6,070,226	670
Net loss for the period		9,242,773	481,390
Other comprehensive loss (income)			
Exchange differences on translating foreign operations		(55,893)	38,579
Comprehensive loss for the period		\$ 9,186,880	\$ 519,969
Loss per share – basic and diluted	12	\$ 0.16	\$ 0.02

See accompanying notes to the consolidated financial statements

Corazon Gold Corp.
Consolidated statement of changes in shareholders' equity
(Expressed in Canadian dollars)

	Share capital		Reserves			Deficit	Total
	Number of shares	Amount	Share-based payment reserve	Foreign currency translation reserve			
Comprehensive loss for the period from February 26, 2010 to December 31, 2010:							
Loss for the period	-	\$ -	\$ -	\$ -	\$ (481,390)	\$ (481,390)	
Other comprehensive loss	-	-	-	(38,579)	-	(38,579)	
Total comprehensive loss for the period	-	-	-	(38,579)	(481,390)	(519,969)	
Transactions with owners, in their capacity as owners, and other transfers for the period from February 26, 2010 to December 31, 2010:							
Shares issued on incorporation of Corazon Exploraciones, S.A.	1,000	530,000	-	-	-	530,000	
Elimination of Corazon Exploraciones, S.A. shares pursuant to shares exchange in share purchase agreement (note 3)	(1,000)	-	-	-	-	-	
Issue of shares of 0887398 B.C. Ltd. pursuant to share purchase agreement (note 3)	20,000,000	-	-	-	-	-	
Private placement on August 20, 2010 (note 12)	3,106,318	465,948	-	-	-	465,948	
Private placement on September 16, 2010 (note 12)	340,000	51,000	-	-	-	51,000	
Total transactions with owners and other transfers	23,446,318	1,046,948	-	-	-	1,046,948	
Balance at December 31, 2010	23,446,318	1,046,948	-	(38,579)	(481,390)	526,979	
Comprehensive loss for the year ended December 31, 2011:							
Loss for the year	-	-	-	-	(9,242,773)	(9,242,773)	
Other comprehensive income	-	-	-	55,893	-	55,893	
Total comprehensive loss for the year	-	-	-	55,893	(9,242,773)	(9,186,880)	
Transactions with owners, in their capacity as owners, and other transfers for the year ended December 31, 2011:							
Elimination of 0887398 B.C. Ltd. Shares pursuant to shares exchanged in share purchase agreement (note 2)	(23,446,318)	-	-	-	-	-	
Issue of shares of the Company pursuant to share purchase agreement (note 2)	23,446,318	-	-	-	-	-	
Fair value of monetary assets attributed to issued shares of legal parent at acquisition date (note 2)	3,513,734	242,790	-	-	-	242,790	
Common shares issued as finders' fees (note 2)	1,250,000	250,000	-	-	-	250,000	
Common shares issued for cash – private placements (note 12)	32,286,500	13,572,580	-	-	-	13,572,580	
Share issue costs – cash (note 12)	-	(922,232)	-	-	-	(922,232)	
Shares issue costs – warrants (note 12)	-	(347,860)	347,860	-	-	-	
Share-based payments – stock options	-	-	1,496,124	-	-	1,496,124	
Total transactions with owners and other transfers	37,050,234	12,795,278	1,843,984	-	-	14,639,262	
Balance at December 31, 2011	60,496,552	\$ 13,842,226	\$ 1,843,984	\$ 17,314	\$ (9,724,163)	\$ 5,979,361	

See accompanying notes to the consolidated financial statements

Corazon Gold Corp.
Consolidated statements of cash flows
(Expressed in Canadian dollars)

	Notes	Year ended December 31, 2011	From February 26, 2010 to December 31, 2010
Operating activities			
Loss for the year		\$ (9,242,773)	\$ (481,390)
Items not involving cash:			
Depreciation		60,642	6,624
Issuance of common shares as finders' fees		250,000	-
Share-based payments		1,334,258	-
Impairment of mineral property		6,133,926	-
Interest income		(43,474)	-
Changes in non-cash working capital items:			
Receivables, deposits and prepaid expenses		(78,357)	(20,404)
Accounts payable and accrued liabilities		(140,989)	375,024
Interest income		43,474	
Net cash flows used in operating activities		(1,683,293)	(120,146)
Investing activities			
Loan receivable		(500,000)	-
Acquisition of property and equipment		(265,716)	(66,833)
Cash acquired on reverse asset acquisition	2	270,613	-
Expenditures on exploration and evaluation assets		(4,716,669)	(1,199,336)
Net cash flows used in investing activities		(5,211,772)	(1,266,169)
Financing activities			
Common shares issued for cash		13,572,580	1,046,948
Share issue costs		(922,232)	-
Increase (decrease) in promissory notes		(429,500)	429,500
Net cash flows from financing activities		12,220,848	1,476,448
Increase in cash and cash equivalents		5,325,783	90,133
Effect of exchange rates on cash holdings in foreign currencies		1,449	(26,707)
Cash and cash equivalents, beginning		63,426	-
Cash and cash equivalents, ending		\$ 5,390,658	\$ 63,426

Supplementary information for non-cash investing and financing activities:

Capitalization of share based compensation in exploration and evaluation assets	161,865	-
Warrants issued as finder's fee	347,861	-
Common shares issued as finder's fee	250,000	-
Net liabilities assumed on reverse asset acquisition	24,823	-

1. Nature and continuance of operations

Corazon Gold Corp. (the "Company"), formerly ReMac Zinc Corp., was incorporated on April 20, 2005, under the laws of the province of Alberta, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada and Nicaragua. The Company's shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "V.CGW".

The principal address and registered office of the Company is #1060 – 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9.

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments 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 December 31, 2011, the Company had not identified economical reserves at any of its mineral properties and is, therefore, not able to finance day to day activities through operational revenues. The Company's ability to continue as a going concern in the long term is dependent upon the mineral property exploration activities identifying commercially economical mineral reserves and its ability to attain profitable operations or raise equity capital or borrowings sufficient to meet current and future obligations. Management believes it has sufficient cash at December 31, 2011 to fund planned expenditures for at least the 2012 fiscal year.

2. Reverse asset acquisition

On January 14, 2011, ReMac Zinc Corp. ("ReMac") completed the acquisition of all of the issued and outstanding shares of 0887398 B.C. Ltd. ("0887398") in exchange for the issuance of an aggregate 23,446,318 common shares of ReMac on the basis of one common share for each common share of 0887398, pursuant to a share exchange agreement dated October 6, 2010 among 0887398, its shareholders, and its subsidiaries 0887406 B.C. Ltd. ("0887406") and Corazon Exploraciones, S.A. ("Corazon"). 0887398 owned 99.9 % of the issued and outstanding shares of Corazon and 0887406 owned the remaining 0.1% of the issued and outstanding shares of Corazon. In addition, 0887406 agreed to transfer its ownership in Corazon to ReMac pursuant to the terms of a share purchase agreement between ReMac and 0887406. As a result, 0887398 and 0887406 became wholly-owned subsidiaries of ReMac and ReMac holds indirectly 100% of the issued and outstanding shares of Corazon.

0887398 and its subsidiary, Corazon, were principally engaged in the acquisition, exploration and development of a resource property located in Santo Domingo, Nicaragua. As a result of the share exchange, the former shareholders of 0887398 obtained control of ReMac. Consequently the transaction has been recognized as a reverse asset acquisition in these consolidated financial statements, with 0887398 being the deemed acquirer of the net assets of ReMac. The consolidated financial statements are a continuation of 0887398 and the net assets and results of operations of ReMac are included in these financial statements from the date of acquisition (January 14, 2011). ReMac changed its name to Corazon Gold Corp. upon completion of the transaction.

Pursuant to the agreement, ReMac granted an aggregate 2% net smelter returns royalty to two controlling shareholders of 0887398. This royalty was exclusive to the Santo Domingo property. All outstanding options (109,287 options) of ReMac at the date of the transaction were fully vested and were cancelled for no consideration upon closing.

ReMac issued 1,250,000 common shares with an estimated fair value of \$250,000 as a finders' fee and other estimated costs of the transaction of \$54,333 which were all expensed.

2. Reverse asset acquisitions (cont'd)

Net assets of ReMac acquired at fair value include:

Cash and cash equivalents	\$270,613
Accounts receivable, deposits and prepaids	13,576
<u>Reclamation bond</u>	<u>5,000</u>
	289,189
<u>Current liabilities</u>	<u>(46,399)</u>
<u>Net assets acquired</u>	<u>\$242,790</u>
<u>Estimated fair value of common shares issues for ReMac net assets</u>	<u>\$242,790</u>

3. Significant accounting policies

The financial statements were authorized for issue on April 29, 2012 by the directors of the Company.

Statement of compliance and conversion to International Financial Reporting Standards

These 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"). These are the Company's first annual consolidated financial statements prepared in accordance with IFRS, and IFRS-1 First-time Adoption of International Reporting Standards has been applied.

On January 14, 2011, the Company acquired all of the outstanding shares of 0887398, a private entity incorporated on February 26, 2010, in a reverse asset acquisition (see Note 2). An explanation of the IFRS adjustments necessary as at December 31, 2010 and for the period from February 26, 2010 to December 31, 2010 related to 0887398 and can be found in note 17.

Basis of preparation

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

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

3. Significant accounting policies (cont'd)

Consolidation

The consolidated financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

	Country of incorporation	Percentage owned*	
		December 31, 2011	December 31, 2010
ReMac Zinc Development Corp. ("RMZD")	Canada	100%	0%
0887398 B.C. Ltd.	Canada	100%	0%
0887406 B.C. Ltd.	Canada	100%	100%
Corazon Exploraciones, S.A.	Nicaragua	100%	100%

*Percentage of voting power is in proportion to ownership. Due to the reverse asset acquisition transaction described in Note 2, the comparative figures reflect the 0887406 and Corazon, the subsidiaries of 0887398.

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Corazon was incorporated on February 26, 2010. On August 9, 2010, 0887398 was incorporated by the shareholders of Corazon and Corazon was issued 20,000,000 common shares of 0887398 in exchange for 99.9% of the outstanding common shares of Corazon held by the same shareholders. This common control restructuring transaction has been accounted for at book value and accounted for as a continuity of interest of Corazon in these financial statements from the date of incorporation of Corazon on February 26, 2010.

3. **Significant accounting policies (cont'd)**

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the determination of the useful lives of property and equipment, the recoverability of the carrying value of resource properties, fair value measurements for financial instruments and share-based compensation and other equity-based payments, the recognition and valuation of provisions for restoration and environmental liabilities, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from those estimates and judgments.

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 parent company's functional and presentation currency. The functional currency of the subsidiary that has operations in Nicaragua is the United States dollar and all other subsidiaries have a Canadian dollar functional currency.

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 income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

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.

3. Significant accounting policies (cont'd)

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held and other short-term highly liquid investments with original maturities of three months or less from the date of purchase.

Exploration and evaluation assets

Exploration and evaluations expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activities, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination or asset acquisition. Once a license to explore an area has been secured, exploration and evaluation expenditures are capitalized on a property by property basis until such time the property is placed in production, is sold or abandoned or determined to be impaired. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss. Recoverability of the carrying amount of any resource properties is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Government tax credits received are recorded as a reduction to the cumulative costs incurred. Option payments received on mineral property interests optioned to third parties are credited against previous capitalized acquisition and exploration and evaluation costs for that mineral property and to income to the extent that amounts exceed those costs.

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. Where a potential impairment is indicated, assessments are performed for each area of interest.

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.

Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses.

When significant parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major component) of plant and equipment. The cost of replacing or overhauling a component of plant and equipment is recognized in the carrying amount when there is a future economic benefit to the Company and its cost is reasonably determinable. The carrying amount of the replaced component is written off. Costs of repairs and maintenance are charged to the statement of income and comprehensive income during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

3. Significant accounting policies (cont'd)

Property and equipment (cont'd)

Depreciation and amortization are calculated to write off the cost of the assets to their residual values over their estimated useful lives. The depreciation and amortization rates applicable to each category of property and equipment are as follows:

Class of equipment	Depreciation rate
Vehicles	30% declining balance
Office equipment	20% declining balance
Computer equipment	30% declining balance
Leasehold improvements	3 years straight line

Share-based payments

The Company operates a stock option plan. Share-based payments to employees are measured at the fair value of the instruments at the date of grant and amortized over the vesting periods with the corresponding amount being recorded to the option reserve in equity. 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 fair value of options is determined using a Black-Scholes pricing model which incorporates all market vesting conditions. 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.

The share-based payment reserve records items recognized as share-based payments until such time that the share options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

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.

3. Significant accounting policies (cont'd)

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 initially measured at fair value and are subsequently measured at amortized cost.

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.

The Company has classified cash and cash equivalents, receivables and deposits, loan receivable, and reclamation bond as loans and receivables.

The Company has classified accounts payable and accrued liabilities and promissory notes as other liabilities.

The fair value of cash and cash equivalents, receivables and deposits, loan receivable, reclamation bond, accounts payable and accrued liabilities and promissory notes approximately their carrying value due to the short term nature of these items.

3. **Significant accounting policies (cont'd)**

Impairment of non-financial assets

The carrying amount of the Company's non-financial assets (which include property and equipment and explorations and evaluation assets) is reviewed at each reporting date or earlier when facts and circumstances support there is an 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.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

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.

3. **Significant accounting policies (cont'd)**

Income taxes (cont'd)

Deferred income tax (cont'd):

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.

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.

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 resource properties 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, discount rates and assumptions regarding the amount and timing of the future expenditures. 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 resource properties.

3. Significant accounting policies (cont'd)

Accounting standards issued but not yet effective

The following new and revised accounting standards have not yet been adopted and the Company has not yet completed the process of assessing the impact that they will have on its financial statements or whether to early adopt any of the new requirements.

Accounting standards effective January 1, 2013

IAS 1 – Presentation of Financial Statements

IAS 1 – Presentation of Financial Statements requires an entity to group items presented in the statement of other comprehensive income on the basis of whether they may be reclassified to profit or loss subsequent to initial recognition. For those items presented before tax, the amendments to IAS 1 also require that the tax related to the two separate groups be presented separately.

IFRS 10 – Consolidated Financial Statements

IFRS 10 – Consolidated Financial Statements, supersedes SIC 12 – Consolidation – special purpose entities and the requirements relating to consolidated financial statements in IAS 27 – Consolidated and Separate Financial Statements. IFRS 10 establishes control as the basis for an investor to consolidate its investees and defines control as an investor's power over an investee with exposure, or rights, to variable returns from the investee and the ability to affect the investor's returns through its power over the investee.

IFRS 12 – Disclosure of Interests in Other Entities

IFRS 12 contains the disclosure requirements for entities that have interests in subsidiaries, joint arrangements (i.e. joint operations or joint ventures), associates and/or unconsolidated structured entities. Interests are widely defined as contractual and non-contractual involvement that exposes an entity to variability of returns from the performance of the other entity. The required disclosures aim to provide information in order to enable users to evaluate the nature of, and the risks associated with, an entity's interest in other entities, and the effects of those interests on the entity's financial position, financial performance and cash flows.

IFRS 13 – Fair Value Measurement

IFRS 13 replaces the fair value measurement guidance contained in individual IFRSs with a single source of fair value measurement guidance. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, i.e. an exit price. The standard also establishes a framework for measuring fair value and sets out disclosure requirements for fair value measurements to provide information that enables financial statement users to assess the methods and inputs used to develop fair value measurements and, for recurring fair value measurements that use significant unobservable inputs (Level 3), the effect of the measurements on profit or loss or other comprehensive income. IFRS 13 explains 'how' to measure fair value when it is required or permitted by other IFRSs. IFRS 13 does not introduce new requirements to measure assets or liabilities at fair value, nor does it eliminate the practicability exceptions to fair value measurements that currently exist in certain standards.

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

3. Significant accounting policies (cont'd)

Accounting standards effective January 1, 2015

IFRS 9 – Financial instruments

IFRS 9 was issued in November 2009 and will replace 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.

4. Cash and cash equivalents

The components of cash and cash equivalents are as follows:

	December 31, 2011	December 31, 2010
Cash at bank	\$ 275,658	\$ 63,426
Guaranteed investment certificates	5,115,000	-
	\$ 5,390,658	\$ 63,426

5. Receivables, deposits and prepaid expenses

	December 31, 2011	December 31, 2010
Value-added tax receivables	\$ 32,649	\$ 4,887
Other receivables	54,322	13,478
Prepaid expenses	11,789	2,038
	\$ 98,760	\$ 20,403

6. Loan receivable

On December 12, 2011, the Company entered into a loan agreement and advanced \$500,000 to a publicly traded company listed on the TSX-V which is controlled by two Directors of the Company. The loan matures on May 12, 2012 and bears interest at a rate of 10% per annum, payable monthly. The borrower pledged to the Company shares it holds in a publicly traded company listed on the NYSE Amex as security for this loan. The estimated fair value of the security as at December 31, 2011 was \$856,000.

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

7. Property and equipment

	Vehicles	Office equipment	Computer equipment	Leasehold improvements	Total
Cost:					
At February 26, 2010	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	59,748	3,098	3,987	-	66,833
Effect of foreign exchange	(2,589)	(80)	(120)	-	(2,789)
At December 31, 2010	57,159	3,018	3,867	-	64,044
Additions	53,210	103,521	31,531	77,454	265,716
Effect of foreign exchange	2,993	230	429	-	3,652
At December 31, 2011	\$ 113,362	\$ 106,769	\$ 35,827	\$ 77,454	\$ 333,412
Depreciation:					
At February 26, 2010	\$ -	\$ -	\$ -	\$ -	\$ -
Charge for the period	5,919	100	605	-	6,624
Effect of foreign exchange	150	3	15	-	168
At December 31, 2010	6,069	103	620	-	6,792
Charge for the year	25,041	11,574	10,758	12,909	60,642
Effect of foreign exchange	299	140	162	-	601
At December 31, 2011	\$ 31,769	\$ 11,817	\$ 11,540	\$ 12,909	\$ 68,035
Net book value:					
At December 31, 2010	\$ 51,090	\$ 2,915	\$ 3,247	\$ -	\$ 57,252
At December 31, 2011	\$ 81,593	\$ 94,952	\$ 24,287	\$ 64,545	\$ 265,377

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

8. Exploration and evaluation assets

Resource property expenditures are detailed as follows:

	Acquisition cost	Exploration and evaluation	Other	Total resource property expenditure
Cost:				
At February 26, 2010	\$ -	\$ -	\$ -	\$ -
Expenditures	640,780	484,866	73,690	1,199,336
Effect of foreign exchange	(4,733)	(3,637)	(544)	(8,914)
At December 31, 2010	636,047	481,229	73,146	1,190,422
Additions	2,466,398	1,866,060	384,211	4,716,669
Effect of foreign exchange	121,199	91,698	13,938	226,835
Impairment loss	(3,223,644)	(2,438,987)	(471,295)	(6,133,926)
At December 31, 2011	\$ -	\$ -	\$ -	\$ -

Santo Domingo property:

On April 15, 2010, Corazon entered into a Concession Agreement which provides the option to acquire a 100% interest in the Santo Domingo concession (the Concession) from the Cooperativa de Pequeños Mineros de Santo Domingo RL (the Co-op) for USD\$5,500,000. The Concession Agreement, requires the Company to pay an initial USD\$500,000 on April 15, 2010 (paid), and to make two payments of USD\$2,500,000, the first no later than April 15, 2011 (paid) and the second by April 15, 2012, respectively, to complete the acquisition of a 100% interest in the Concession. The Concession lies in the canton of Santo Domingo, in the eastern section of the La Libertad-Santo Domingo mining district, state of Chontales, central Nicaragua. The Concession totals 650 hectares and is situated 177 kilometres northwest of the major Pacific port and capital city of Managua, Nicaragua. The main focus of the project is the exploration for gold.

Subsequent to year end, and due to unsatisfactory drill results, the Company elected not to make its April 15, 2012 option payment and notified the Co-op that it was abandoning the project. The Company wrote down the carrying value of the Santo Domingo concession to nil as at December 31, 2011.

ReMac Zinc property:

The ReMac Zinc project consists of 40 contiguous mineral claims comprising 3,943.82 hectares (the "ReMac Zinc property") which is 100% owned by the Company.

Currently the Company is maintaining ownership in the ReMac Zinc property which has a nil carrying value, but does not have an exploration program planned in the near future. The Company is currently assessing the viability of continued ownership in the ReMac Zinc property. The Company has not incurred any resource expenditures on the property in the year ended December 31, 2011. All resource property expenditures incurred to December 31, 2011 have been impaired.

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

9. Accounts payable and accrued liabilities

	December 31, 2011	December 31, 2010
Accounts payable	\$ 74,508	\$ 363,113
Accrued liabilities	189,419	4,529
Payroll liabilities	16,507	7,382
	\$ 280,434	\$ 375,024

10. Promissory notes

	Year ended December 31, 2011	From February 26, 2010 to December 31, 2010
Balance, beginning	\$ 429,500	\$ -
Advances received	-	429,500
Repayments made	(429,500)	-
Balance, ending	\$ -	\$ 429,500

The promissory notes are repayable on demand, non-interest bearing and unsecured.

As at December 31, 2010, \$26,966 in promissory notes were owed to related parties (note 13).

11. Income tax expense and deferred tax assets and liabilities

The components of the Company's income tax recovery are as follows:

	Year ended December 31, 2011	From February 26, 2010 to December 31, 2010
Net loss	\$ (9,242,773)	\$ (481,390)
Statutory tax rate	26.5%	28.5%
Expected income tax recovery at the statutory tax rate	\$ (2,449,335)	\$ (137,196)
Non-deductible (taxable) items and other	110,083	-
Difference between current and deferred tax rates	39,218	1,450
Difference in foreign tax rates	(213,247)	(6,600)
Temporary differences not recognized	2,513,281	142,346
Income tax recovery	\$ -	\$ -

Unrecognized deferred tax liabilities:

At December 31, 2011 and December 31, 2010, the Company has no material deferred tax liabilities.

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

11. Income tax expense and deferred tax assets and liabilities (cont'd)

Unrecognized deferred tax assets:

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

	December 31, 2011	December 31, 2010
Canadian non-capital loss carry-forwards	\$ 4,356,749	\$ 41,427
Share issuance costs	953,502	-
Canadian equipment pools	37,309	-
Nicaraguan tax losses	6,813,622	439,962
	\$ 12,161,182	\$ 481,389

The tax pools relating to these deductible temporary differences expire as follows:

	Canadian non-capital losses	Canadian share issue costs	Canadian equipment tax pools	Nicaraguan tax losses
2013	\$ -	\$ -	\$ -	\$ 435,362
2014	-	-	-	6,378,260
2015	16,769	-	-	-
2026	95,672	-	-	-
2027	515,117	-	-	-
2028	1,578,608	-	-	-
2029	195,636	-	-	-
2030	275,235	-	-	-
2031	1,679,712	-	-	-
No expiry	-	953,502	37,309	-
	\$ 4,356,749	\$ 953,502	\$ 37,309	\$ 6,813,622

12. Share capital

Authorized share capital

The Company has the ability to issue an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

Issued share capital

At December 31, 2011 there were 60,496,552 issued and fully paid common shares (December 31, 2010 – 23,446,318).

Private placements

On August 20, 2010, the Company completed a seed capital financing of 3,106,318 common shares at a price of \$0.15 per common share for cash proceeds of \$452,112 and \$13,836 for the settlement of accounts payable. No gain or loss occurred on the settlement of the accounts payable.

On September 16, 2010, the Company completed a private placement by issuing 340,000 common shares at a price of \$0.15 per common share for gross proceeds of \$51,000.

Concurrently with the completion of the reverse asset acquisition (note 2), the Company completed a financing involving the issuance of 12,875,000 common shares at a price of \$0.20 per common share and 7,437,500 common shares at a price of \$0.40 per common share for total proceeds of \$5,550,000. The Company incurred share issuance costs of \$220,304.

On April 12, 2011 the Company completed a private placement for 11,974,000 shares at a price of \$0.67 per share for total proceeds of \$8,022,580. The Company incurred share issuance costs of \$1,050,329, which included \$348,401 recorded as the fair value of 711,240 warrants issued to the private placement underwriters (the "Warrants"). The Warrants expired on April 12, 2012, and each Warrant provided the holder the right to purchase one common share of the Company at a price of \$0.67. The fair value of the warrants was determined using the Black-Scholes option pricing model with the following assumptions: expected life of one year; an expected volatility of 143%; a risk-free rate of 1.86%; and an expected dividend yield of 0%.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the year ended December 31, 2011 was based on the loss attributable to common shareholders of \$9,194,773 (2010 - \$481,390) and the weighted average number of common shares outstanding of 56,243,568 (2010 – 21,458,378).

Diluted loss per share did not include the effect of 4,800,000 stock options and 711,240 warrants outstanding as the effect would be anti-dilutive.

Stock options

The Company has adopted an incentive share option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable share options.

In conjunction with the closing of the reverse assets acquisition transaction on January 14, 2011 (note 2), all previous, fully vested, outstanding share options (109,287) were cancelled.

On March 2, 2011, the Company granted an aggregate of 2,100,000 stock options to directors, officers and employees of the Company at an exercise price of \$0.75 per share. The options have a five year expiry. The options vest as to 25% every six months, commencing on the grant date.

12. Share capital (cont'd)

On April 19, 2011, the Company granted an aggregate of 200,000 stock options to officers and employees of the Company at an exercise price of \$0.80 per share. The options have a five year expiry. The options vest as to 25% every six months, commencing on the grant date.

On October 7, 2011, the Company granted an aggregate of 2,650,000 stock options to directors, officers and employees of the Company at an exercise price of \$0.30 per share. The options have a five year expiry. The options vest as to 25% every six months, commencing on the grant date.

The changes in options during the year ended December 31, 2011 (none during the period from February 26, 2010 to December 31, 2010) are as follows:

	2011	
	Number of options	Weighted average exercise price
Options outstanding, beginning of period	-	\$ -
Options granted	4,950,000	0.51
Options cancelled / expired	(37,500)	0.77
Options forfeited	(112,500)	0.77
Options outstanding, end of period	4,800,000	\$ 0.50
Options exercisable, end of period	1,737,500	\$ 0.58

Details of options outstanding as at December 31, 2011 are as follows:

Exercise price	Number of options outstanding	Contractual life remaining	Number of options exercisable
\$ 0.75	2,000,000	4.17	1,000,000
\$ 0.80	150,000	4.30	75,000
\$ 0.30	2,650,000	4.77	662,500
	4,800,000		1,737,500

The weighted average contractual life remaining of options outstanding as at December 31, 2011 is 4.51 years.

12. Share capital (cont'd)**Stock options (cont'd)**

The weighted average fair value of options granted during the year was \$0.50. The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions:

Expected life of options	2.5 – 4 years
Annualized volatility	170% - 210%
Risk-free interest rate	1.04% - 2.41%
Dividend rate	0%

Warrants

At December 31, 2011, there were 711,240 share purchase warrants outstanding which were issued to agents in connection with the April 12, 2011 private placement. These warrants had an exercise price of \$0.67 and expired on April 12, 2012. There were no warrants outstanding at December 31, 2010.

13. Related party transactions

The following amounts due to related parties are included in trade payables and accrued liabilities:

	December 31, 2011	December 31, 2010
Directors of the Company and of its subsidiaries	\$ 15,000	\$ -

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The Company incurred the following transactions with a company that is controlled by directors of the Company.

	Year ended December 31, 2011	From February 26, 2010 to December 31, 2010
Loan to ICN Resources Ltd.	\$ 500,000	\$ -
Promissory note due to directors' family members	-	26,966

The loan bears simple interest at 10% per annum calculated monthly with interest payable on the last business day of the month. It will mature on May 12, 2012. At December 31, 2011 there was no interest outstanding on this loan.

The promissory note was repayable on demand and unsecured, non-interest bearing and had no fixed term of repayment.

13. Related party transactions (cont'd)

Key management personnel compensation

	Year ended December 31, 2011	From February 26, 2010 to December 31, 2010
Short-term employee benefits – salaries, wages and consulting fees	\$ 237,334	\$ 95,000
Share-based compensation	399,130	-
	\$ 636,464	\$ 95,000

14. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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 cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Nicaragua. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its other receivables and the loan receivable. This risk is minimal for other receivables as they consist primarily of refundable input taxes. The credit risk associated with loan receivable is viewed as reasonable due to loan being secured by shares having a fair value in excess of the carrying value.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding (see note 1).

All of the contractual maturities of the Company's non-derivative financial liabilities are within one year of the financial statement end date.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's Nicaraguan subsidiary is exposed to currency risk as it incurs expenditures that are denominated in the Nicaraguan Cordoba while its functional currency is the United States dollar. The parent company is exposed to currency risk as it holds cash balances that are denominated in United

14. Financial risk management (cont'd)***Foreign exchange risk (cont'd)***

States dollars while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities of the Company that are denominated in US dollars and its subsidiary Corazon that are denominated in Nicaraguan Cordoba:

	USD	Nicaraguan Cordoba	December 31, 2011
Cash and cash equivalents	46,516	60,447	\$ 106,903
Accounts receivable		74,831	74,831
Accounts payable	(8,382)	-	(8,382)
	38,134	135,278	\$ 173,352

Based on the above net exposures, as at December 31, 2011, a 10% change in the US dollar to Canadian dollar exchange rate would impact the Company's net loss by \$3,813. A 10% change in the Nicaraguan Cordoba to Canadian dollar exchange rate would impact the Company's net loss by \$13,528.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk arises from the interest rate impact on its cash equivalents and loan receivable. Because the cash equivalents are held on deposit at financial institutions and may be withdrawn at any time, the Company's exposure to interest rate risk is not significant. The fixed interest rate on the loan receivable is estimated to approximate market rates as at December 31, 2011.

Capital Management

The Company's objectives when managing capital are to:

- ensure there are adequate capital resources to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition and exploration of resource properties;
- to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk;
- to maintain investor, creditor and market confidence to sustain future development of the business; and
- to provide returns to shareholders.

The properties in which the Company currently has an interest are in the exploration stage and as such, the Company is dependent on external financing to fund its activities. To undertake planned exploration and other operating activity, during the year ended December 31, 2011, the Company raised gross proceeds \$13,573,580 through private placements (Note 12).

The Company has no external capital requirements or restrictions.

14. Financial risk management (cont'd)***Classification of financial instruments***

Financial assets included in the statement of financial position are as follows:

	December 31, 2011	December 31, 2010
Cash and cash equivalents	\$ 5,390,658	\$ 63,426
Loans and receivables:		
Other receivables	51,666	13,334
Loan receivable	500,000	-
Reclamation bond	5,000	-
	\$ 5,947,324	\$ 76,760

Financial liabilities included in the statement of financial position are as follows:

	December 31, 2011	December 31, 2010
Non-derivative other financial liabilities:		
Accounts payable and accrual liabilities	\$ 280,434	\$ 375,024
Promissory notes	-	429,500
	\$ 280,434	\$ 804,524

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.

15. Segmented information***Operating segments***

The Company operates in a single reportable operating segment – the acquisition, exploration and development of mineral properties.

Geographic segments

The following non-current assets, excluding financial assets, are located in the following countries:

	As at December 31, 2011		
	Canada	Nicaragua	Total
Equipment	\$ 162,981	\$ 102,396	\$ 265,377
	\$ 162,981	\$ 102,396	\$ 265,377

	As at December 31, 2010		
	Canada	Nicaragua	Total
Equipment	\$ -	\$ 57,252	\$ 57,252
Exploration and evaluation assets	-	1,190,422	1,190,422
	\$ -	\$ 1,247,674	\$ 1,247,674

16. Commitments

The Company has entered into a 3 year premises lease for its Vancouver head office which requires the Company to pay CAD\$71,760, \$74,152, and \$76,544 per year from 2012 to 2014, respectively.

17. First-time adoption of IFRS

The Company adopted IFRS on January 1, 2011 with a transition date of February 26, 2010, the incorporation date of Corazon. Under IFRS 1 First-time Adoptions of International Financial Reporting Standards, the IFRS are applied retrospectively at the transition date with all adjustments to assets and liabilities as stated under Canadian GAAP recorded to equity unless certain exemptions are applied. IFRS provides for certain optional exemptions and certain mandatory exceptions for first-time IFRS adopters.

(a) IFRS exemption options

There were no IFRS 1 exemptions and exceptions which were applied in the conversion from Canadian GAAP to IFRS.

(b) Reconciliations

The adoption of IFRS has resulted in changes to the Company's reported financial position and results of operations. The Company's adoption of IFRS did not have an impact on the total operating, investing or financing cash flows. In order to allow the users of the financial statements to better understand these changes, the financial statements previously presented under Canadian GAAP have been reconciled to IFRS. For a description of the changes, see the discussion in the IFRS reconciliations below.

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

17. First-time adoption of IFRS (cont'd)

(b) Reconciliations (cont'd)

The Canadian GAAP Consolidated Statement of Operations and Deficit and the Canadian GAAP Consolidated Statement of Comprehensive Loss for the period from incorporation on February 26, 2010 to December 31, 2010 have been reconciled to IFRS as follows:

	Canadian GAAP	IFRS Adjustments	IFRS	Note
Expenses:				
Audit and accounting fees	\$ 39,500	\$ -	\$ 39,500	
Consulting fees	128,160	-	128,160	
Corporate development	30,237	-	30,237	
Depreciation	6,624	-	6,624	
Legal fees and expenses	154,202	-	154,202	
Office	14,843	-	14,843	
Property examination costs	23,557	-	23,557	
Regulatory fees	654	-	654	
Salaries and benefits	2,713	-	2,713	
Travel and accommodation	80,230	-	80,230	
	480,720	-	480,720	
Other income (expenses):				
Foreign exchange loss	(2,911)	3,581	670	(i)
Loss for the year	477,809	3,581	481,390	
Other Comprehensive loss:				
Unrealized foreign exchange loss from translation of foreign subsidiary	-	38,579	38,579	(i)
Total other comprehensive income	-	38,579	38,579	
Comprehensive loss for the year	\$ 477,809	\$ 42,160	\$ 519,969	
Net loss per share – basic and diluted	\$ (0.02)		\$ (0.02)	
Weighted average number of shares outstanding	23,446,318		23,446,318	

Corazon Gold Corp.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2011 and the period from February 26, 2010 to December 31, 2010

17. First-time adoption of IFRS (cont'd)

(b) Reconciliations (cont'd)

The December 31, 2010 Canadian GAAP Consolidated Balance Sheet has been reconciled to IFRS as follows:

	Canadian GAAP December 31, 2010	IFRS Adjustments	IFRS December 31, 2010	Note
Assets				
Current assets				
Cash and cash equivalents	\$ 63,426	\$ -	\$ 63,426	
Receivables, deposits and prepaid Expenses	20,403	-	20,403	
Property and equipment	61,638	(4,386)	57,252	(i)
Exploration and evaluation assets	1,228,196	(37,774)	1,190,422	(i)
	<u>\$ 1,373,663</u>	<u>\$ (42,160)</u>	<u>\$ 1,331,503</u>	
Liabilities and Shareholders' Equity				
Accounts payable and accrued liabilities	\$ 375,024	-	\$ 375,024	
Promissory notes	429,500	-	429,500	
	<u>804,524</u>	<u>-</u>	<u>804,524</u>	
Shareholders' equity:				
Share capital	1,046,948	-	1,046,948	
Foreign currency translation reserve	-	(38,579)	(38,579)	(i)
Accumulated deficit	(477,809)	(3,581)	(481,390)	(i)
	<u>569,139</u>	<u>(42,160)</u>	<u>526,979</u>	
	<u>\$ 1,373,663</u>	<u>\$ (42,160)</u>	<u>\$ 1,331,503</u>	

Notes to the IFRS reconciliations:

(i) *Functional currency change*

On transition to IFRS, there is a change in functional currency from Canadian dollar to the United States dollar for Corazon, the Corporation's subsidiary. This results in adjustment to the carrying value of the subsidiary's non-monetary assets and the cumulative translation adjustment (included in other comprehensive income).

18. Events after the reporting period

In February 2012, the Company announced that Nicaragua's Ministry of Energy and Mines ("MEM") granted 3 new concessions of which two are located in the Santo-Domingo-La Libertad mining district.

In April 2012, the Company announced that Nicaragua's Ministry of Energy and Mines ("MEM") and the Autonomous Region of the Northern Atlantic ("RAAN") granted Corazon three contiguous, 25-year Exploration and Exploitation Concessions in RAAN along the Rio Coco River.

In April 2012, all outstanding warrants at December 31, 2011 expired.