CuOro Resources Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED AUGUST 31, 2013

This discussion and analysis of financial position and results of operation is prepared as at October 28, 2013 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the nine months ended August 31, 2013, of CuOro Resources Corp. ("CuOro" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities, can be found on SEDAR at www.sedar.com.

Forward Looking Statements

Statements contained in this MD&A that are not historical facts constitute "forward-looking statements" and are based on expectations, estimates and projections as of the date of this MD&A. Forward-looking statements include, without limitation, possible events, statements with respect to possible events, the future price of gold and silver, the realization of mineral resource estimates and success of exploration activities. The words "is expected" or "estimates" or variations of such words and phrases or statements that certain actions, events or results "may" or "could" occur and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this MD&A which may prove to be incorrect, include, but are not limited to, (1) the discovery and expansion of mineral resources on the Company's property being consistent with the Company's current expectations; (2) the implementation of Colombia's mining law and related regulations and policies being consistent with the Company's current expectations; (3) certain price assumptions for gold and silver.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: fluctuations in the spot and forward price of gold or certain other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, Colombia or other countries in which the Company does business or may carry on business in the future; business opportunities that may be presented to, or pursued by, the Company; operating or technical difficulties in connection with mining activities; the speculative nature of gold exploration and development, including the risks of obtaining necessary licenses and permits; diminishing quantities or grades of reserves; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of gold exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and gold bullion losses (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks). Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Although the Company believes that the expectations in the forward-looking statements are reasonable, actual results may vary, and future results, levels of activity, performance or achievements cannot be guaranteed. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

Company Overview

The Company is a junior mineral exploration company which has been primarily engaged in the acquisition and exploration of precious metals on mineral properties located in Colombia. In May 2013 the Company provided notice of termination to the concession owner of the Santa Elena Project. Accordingly, the financing agreement with Pacific Roads Resources Fund II and Pacific Road Resources Fund II L.P, (collectively "Pacific Road") was also mutually terminated. As of the date of this MD&A, the Company does not hold any interests in any mineral properties. The Company has made application to acquire a number of concessions located in Colombia and is awaiting confirmation from the Colombian governmental authorities. The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange ("TSXV") under the symbol "CUA", as a Tier 2 mining issuer.

The Company's principal office is located #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

The Company aims to identify mineral properties that have significant potential to develop large-scale resources in well-established and mining receptive jurisdictions such as Colombia. Management looks to leverage its exploration and development expertise to bring additional value to shareholders and to reduce development risk and expense through its focus on community relations, corporate and social responsibility. The Company will continue to look for additional opportunities that can bring value to the Company and its shareholders. The Company is committed to upholding the highest environmental and social standards while focusing on delivering the financial growth that its shareholders expect.

Corporate Update

At the Company's annual general meeting of shareholders ("AGM") held on August 16, 2013, Messrs. Marc Cernovitch, Nick DeMare, Dave Doherty and Frank Taggart were elected as directors for the ensuing year. All items put forth at the meeting were approved by the shareholders, including an ordinary resolution to ratify the Company's existing stock option plan and an ordinary resolution to ratify the Advance Notice Policy previously adopted by the Company, as announced on July 11, 2013.

At a directors meeting following the AGM, the directors appointed Mr. Marc Cernovitch as President and Chief Executive Officer of the Company and Mr. Nick DeMare as Chief Financial Officer and Corporate Secretary.

The current directors and officers of the Company are as follows:

Mr. Marc Cernovitch, Director, President and Chief Executive Officer
Mr. Nick DeMare, Director, Chief Financial Officer and Corporate Secretary
Mr. David Doherty, Director
Mr. Frank Taggart, Director
Mr. Iain Kelso, Vice-President Exploration

Exploration Projects

Pelaya Project, Colombia

The Pelaya copper project (the "Pelaya Project") is comprised of two contiguous concession contracts located in the Cesar Department of the Republic of Colombia, 360 km northeast of Medellín and 465 km north of Bogotá. Excluding areas where they overlap with one another and surrounding concession contracts, the concession contracts totals 3,309.1 ha.

The project area is most easily accessed by road from Valledupar, Cesar. Road communication between Valledupar and the town of Pelaya is attained via National Routes 49 and 45 (Ruta del Sol). The road distance between Valledupar and the town of Pailitas is 180.1 km; the road distance between Valledupar and the town of Pelaya is 210.3 km. The Pelaya Project can be easily accessed from Pailitas or Pelaya where numerous unpaved roads cross over the Pelaya Project area.

The Pelaya Municipality is located within the Carribean Lowlands of Colombia. The climate is normally warm and dry; annual precipitation is less than 1,300 mm (heaviest May-June and October-November). Mean monthly temperatures in the area range between 26°C and 28.5°C.

Resources required to support surface exploration programs are readily available in the towns of Pelaya and Pailitas. The city of Valledupar has the necessary infrastructure and workforce to support large-scale mining operations: several large-scale coal mining operations are currently in production in the Cesar and La Guajira departments (Drummond, Anglo American, BHP Billiton, Xstrata).

Drummond International operates several open pit coal mines within the Department of Cesar, including La Loma, which is the second largest open pit mine in Colombia (located approximately 80 km north of the Pelaya Project). From La Loma, coal is transported 193 km by railcar on the renovated portion of the Colombian National Railroad System directly to Puerto Drummond, a deep-water ocean port on the Caribbean Sea near Santa Marta.

The Pelaya Project is situated in the foothills and flatlands west of the Eastern Cordillera of the Northern Colombian Andes. Elevation at the Pelaya Project ranges from approximately 140 m to 560 m ASL. Much of the Pelaya Project is comprised of gently rolling hills that have been cleared for pasturing or cultivation of crops.

No exploration efforts focusing on copper have been reported in the area of the Pelaya Project. The holders of the concessions immediately to the west of the Pelaya application group conducted minimal exploration efforts targeting high-sulphidation Au vein mineralisation present on in this area.

The Pelaya Project is located on the west margin of the Maracaibo Sub-Plate Realm where the Serranía de Perijá and Santander massif intersect, giving way to the Cesar-Ranchería and Lower Magdelena basins. The wider area around the Pelaya Project is dominated by Proterozoic metamorphic basement rocks, Palaeozoic and Mesozoic sedimentary and volcano sedimentary supracrustal rocks, and Triassic-Jurassic plutonic rocks. The Bucaramanga-Santa Marta Fault System - a 340° trending, left-lateral, strike slip fault (and deep crustal suture several hundred km in length) - forms the southwest margin of the Santander massif and crosses directly through the Pelaya Project.

Regional geologic context and field evidence indicates three possible copper-deposit target-types at the Pelaya Project area:

(i) red bed copper;
(ii) volcanic native copper; and,
(iii) high sulphidation epithermal.

To date, the Company has completed several reconnaissance visits and soil geochemical sampling at the Pelaya Project. This work has defined a Cu in soil anomaly with a strike length of ~800 m (Singarare anomaly). Analysis of rock samples from surface showings within the Singarare anomaly returned a maximum value of 25.53% Cu. Exploration work has also defined several Cu in soil anomalies (Boloazul anomaly) over 4 km to the north of the Singarare anomaly, where analysis of rock samples has also returned maximum values of 2.52% Cu. Infill soil sampling has not yet been completed over the Boloazul anomaly; the infill sampling completed over the Singarare anomaly remains at a relatively coarse resolution.

On the basis of the exploration completed thus far, a first phase exploration program with a budget of US $200,000 is proposed to continue examination of the Pelaya Project. The recommendations for Phase I include completion of an Airborne magnetic and radiometric survey, further soil geochemical sampling, detailed geological mapping, ground geophysics over selected targets, and trenching of selected targets.

Following completion of the first phase of surface exploration and evaluation of the results, the Company anticipates numerous drill targets will be developed. A drill program of 1,000 metres will be recommended for a Phase II evaluation of targets developed from Phase I. The budget estimate for Phase II is US $400,000.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2013			Fiscal 2012				Fiscal 2011
Three Months Ended	**Aug. 31, 2013 $**	**May 31, 2013 $**	**Feb. 28, 2013 $**	**Nov. 30, 2012 $**	**Aug. 31, 2012 $**	**May 31, 2012 $**	**Feb. 29, 2012 $**	**Nov. 30, 2011 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(197,323)	(425,856)	(518,836)	(918,166)	(649,047)	(762,213)	(565,925)	(563,420)
Net loss	(164,988)	(11,657,459)	(473,521)	(1,645,307)	(702,100)	(673,732)	(587,934)	(528,358)
Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	Fiscal 2013			Fiscal 2012				Fiscal 2011
Three Months Ended	**Aug. 31, 2013 $**	**May 31, 2013 $**	**Feb. 28, 2013 $**	**Nov. 30, 2012 $**	**Aug. 31, 2012 $**	**May 31, 2012 $**	**Feb. 29, 2012 $**	**Nov. 30, 2011 $**
Balance Sheet								
Working capital	6,217,780	6,394,902	7,038,808	7,773,263	9,769,648	12,257,639	15,812,521	17,973,996
Total assets	6,361,678	6,641,069	18,245,605	19,021,623	20,567,404	21,406,491	21,806,157	22,406,931
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

During the nine months ended August 31, 2013 (the "2013 period") the Company reported a net loss of $12,295,968 ($0.40 per share) compared to a net loss of $1,963,766 ($0.06 per share) for the nine months ended August 31, 2012 (the "2012 period"), an increase in loss of $10,332,202. The increase in loss was primarily attributed to a $10,960,486 impairment expense to capitalized exploration and evaluation costs and a $290,573 impairment expense for equipment and vehicles. The Company did not record any impairment provisions during the 2012 period.

General and administrative expenses decreased $835,170 from $1,977,185 during the 2012 period to $1,142,015 during the 2013 period. The decrease was primarily the result of the Company curtailing its operation in Colombia and corporate activities due to current market conditions.

The primary factors for the decrease were:

(i) $75,522 (2012 - $100,882) for rent. During the 2013 period the Company incurred $51,022 (2012 - $100,882) for office, warehouse and apartment rents in Colombia. During the 2013 period the Company incurred $24,500 (2012 - $nil) for office rent in Canada;

(ii) $9,374 (2012 - $89,895) for corporate development. During the 2012 period the Company engaged in several marketing campaigns in North America and Europe. Advertising was significantly curtailed during the 2013 period;

(iii) $28,150 (2012 - $72,108) for investor relations. During the 2013 period the Company engaged two firms to provide marketing and investor relations services for the Company. See "Investor Relations Activities" for detailed descriptions of investor relations activities;

(iv) $16,805 (2012 - $230,557) for legal costs. Significant legal services were incurred during the 2012 period, primarily for preparation and submission of the agreement with Pacific Road. Legal costs incurred during the 2013 were for general corporate matters;

(v) $210,739 (2012 - $342,791) for officer and director compensation and fees. The 2012 period amount included $232,991 for salary and other compensation paid to Robert Sedgemore, the former President and CEO of the Company. In October 2012 Mr. Sedgemore resigned as the Company's President and CEO and Mr. John Seaman was appointed as the interim President and CEO. Mr. Seaman was paid $37,303 during the 2013 period for his services as the Company's interim President and CEO. In July 2013 Mr. Seaman resigned as the interim President and CEO and Mr. Marc Cernovitch was appointed as the Company's President and CEO. Mr. Cernovitch was paid $10,000 for his services as the Company's President and CEO. See also "Related Party Disclosures";

(vi) $8,663 (2012 - $34,545) for shareholder communications. The decrease was due to reduced communications activities during the 2013 period;

(vii) $119,714 (2012 - $245,199) for travel. The decrease is attributed to reduce trips to Colombia project sites by the Company management during the 2013 period. In May 2013 the Company terminated the option on the Santa Elena Project and, as of the date of this MD&A, the Company does not hold any interests in any mineral properties. The Company has identified and made application to acquire a number of concessions located in Colombia and is awaiting confirmation from the Colombian governmental authorities; and

(viii) during the 2013 period the Company did not grant any share options. During the 2012 period the Company granted 36,000 share options and recorded compensation expense of $35,517. In addition during the 2012 period the Company recorded compensation expense of $34,246 (2013 - $nil) on the vesting of share options previously granted.

The decrease in expenses was partially offset by increases in the following items:

(i) $64,828 (2012 - $60,636) for accounting and administration. During the 2013 period the Company incurred $31,400 (2012 - $35,850) with Chase Management Ltd. ("Chase"), a private corporation owned by Mr. Nick

DeMare, a director and the CFO of the Company for bookkeeping, accounting, administration and corporate filing services provided by Chase personnel. In addition the Company incurred $33,428 during the 2013 period an increase of $8,642 from the 2012 period of $24,786. The increase was due to additional tax and accounting services incurred in the 2013 period;

(ii) $77,820 (2012 - $61,420) for audit fees. The increase in the 2013 period was due to an increase in the activities of the Company and the timing of billings of the Company's year-end financial statements;

(iii) $31,646 (2012 - $22,621) for filing fees. The increase in the 2013 period was due to filing fees paid for listing on the OTC and review fees of the recent appointment of directors and officers; and

(iv) $218,704 (2012 - $210,454) for professional fees. During the 2013 period the Company incurred $80,632 for remuneration paid to the general manager in the Colombian office, who was employed from October 2012 through May 2013. During the 2013 period the Company also incurred $138,072 (2012 - $210,454) for fees billed by third parties for corporate advisory services.

During the 2012 period the Company received $110,390 from the exercise of warrants. During the 2013 period no warrants were exercised.

During the 2013 period the Company recorded $66,066 (2012 - $109,629) interest income from demand deposits held. The decrease in interest income was due to lower levels of cash held during the 2013 period compared to the 2012 period.

During the 2013 period the Company incurred $12,134 for exploration activities on the newly acquired Pelaya Project, $7,327 (2012 - $642,650) for acquisition costs and $592,335 (2012 - $5,543,333) for exploration activities on the Santa Elena Project, and $nil (2012 - $288,645) for exploration activities on the Barranco de Loba Project. The Company did not make the April 16, 2013 option payment on the Santa Elena Project and provided a notice of termination to the concession owner, and accordingly, during the 2013 period the Company recorded an impairment expense of $10,960,486 for exploration and evaluation costs incurred. During fiscal 2012 the Company, having failed to reach an agreement to amend the option terms, determined to terminate the Barranco Option and, accordingly, recorded an impairment expense of $748,672 for exploration and evaluation costs which had been capitalized. See also "Exploration Projects".

As a result of the Company's decision to terminate the option on the Santa Elena Project, management conducted a review of the carrying value of its equipment and vehicles. A determination was made to record an impairment expense of $290,573 to reflect the estimated net realizable value of $80,000.

Financial Condition / Capital Resources

Since inception the Company's capital resources have been limited to amounts raised from the sale of common shares in the Company.

In May 2013 the Company terminated its option agreement on the Santa Elena Project and, as of the date of this MD&A, does not hold any interests in mineral properties. The Company has identified and has recently secured the Pelaya exploration concessions in Colombia. The Company also aims to identify mineral properties that have significant potential to develop large-scale resources in well-established and mining receptive jurisdictions such as Colombia. Management looks to leverage its exploration and development expertise to bring additional value to shareholders and to reduce development risk and expense through its focus on community relations, corporate and social responsibility. The Company will continue to look for additional opportunities that can bring value to the Company and its shareholders. The Company is committed to upholding the highest environmental and social standards while focusing on delivering the financial growth that its shareholders expect.

As at August 31, 2013, the Company had working capital of approximately $6,217,780. The Company's ability to continue as a going concern will be dependent upon the ability of the Company to pursue the acquisition of natural resource interests, to obtain the necessary financing to develop such properties and to establish future profitable production. To date the Company has not earned significant revenues and is considered to be in the exploration stage. The Company's operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. Management considers that the Company has adequate resources to maintain current levels of corporate administration and conduct the Phase I and II exploration programs planned on the Pelaya Project.

The Company and Pacific Road have mutually agreed to terminate a financing agreement, which was based on certain conditions precedent. See "Company Overview".

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company does not have any proposed transactions.

Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following four categories: FVTPL; held-to-maturity investments; loans and receivables; and available-for-sale. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	**Category**	**August 31, 2013 $**	**November 30, 2012 $**
Cash	FVTPL	6,208,319	8,008,803
Amounts receivable	Loans and receivables	-	11,339
Accounts payable and accrued liabilities	Other liabilities	(51,764)	(415,741)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for amounts receivable, and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The Company's fair value of cash under the fair value hierarchy are measured using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at August 31, 2013				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	6,208,319	-	-	-	6,208,319
Accounts payable and accrued liabilities	(51,764)	-	-	-	(51,764)

	Contractual Maturity Analysis at November 30, 2012				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	8,008,803	-	-	-	8,008,803
Amounts receivable	11,339	-	-	-	11,339
Accounts payable and accrued liabilities	(415,741)	-	-	-	(415,741)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents bear floating rates of interest. The interest rate risk on cash and short-term investments and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company has operations in Canada and Colombia subject to foreign currency fluctuations. The Company's operating expenses are incurred in Canadian Dollars and Colombian Pesos and the fluctuation of the Canadian dollar in relation to other currencies will have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks. At August 31, 2013, 1 Canadian Dollar was equal to 1,834.86 Colombian Pesos.

Balances are as follows:

	Colombian Pesos	CDN $ Equivalent
Cash	49,655	27
Accounts payable and accrued liabilities	(42,769,009)	(23,309)
	(42,719,354)	(23,282)

Based on the net exposures as of August 31, 2013 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the Colombian Peso would result in an increase or decrease of approximately $2,560.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital. 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 reasonable.

Changes in Accounting Policies

There are no changes in accounting policies.

Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

In October 2012 Robert Sedgemore resigned as the Company's President and Chief Executive Officer ("CEO") and John Seaman was appointed as the interim President and CEO. Iain Kelso was also appointed as the Company's Vice-President of Exploration. In July 2013 John Seaman resigned as the interim President and CEO and Marc Cernovitch was appointed as the Company's President and CEO.

(i) During the nine months ended August 31, 2013 the Company incurred $10,000 for Mr. Cernovitch's services as the Company's President and CEO.

(ii) During the nine months ended August 31, 2013 the Company incurred $37,303 for Mr. Seaman's services as the Company's former interim President and CEO.

(iii) During the nine months ended August 31, 2012 the Company paid $232,991 salaries to Mr. Sedgemore and $24,420 secretarial fees to his spouse. In addition the Company paid $39,498 for apartment rental in Colombia provided for Mr. Sedgemore and his family.

(iv) During the nine months ended August 31, 2013 the Company incurred $22,500 (2012 - $22,500) for Nick DeMare's services as the Company's Chief Financial Officer ("CFO").

(v) During the nine months ended August 31, 2013 the Company incurred $131,813 for Mr. Kelso's services as the Company's Vice-President of Exploration, of which $63,500 was expensed to operations and $68,313 was capitalized to exploration and evaluation assets.

As at August 31, 2013, $20,720 (2012 - $9,000) remained unpaid.

(b) *Transactions with Other Related Parties*

During the nine months ended August 31, 2013 the Company incurred $77,436 (2012 - $87,300) for professional services provided by other officers and non-management directors of the Company.

Risks and Uncertainties

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance in all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

Colombia is home to South America’s largest and longest running political insurgency, and over the past two decades has experienced significant social upheaval and criminal activity relating to drug trafficking. While the situation has improved dramatically in recent years, there can be no guarantee that the situation will not again deteriorate. As such, the Company is subject to governmental, political, economic, and other uncertainties, including, but not limited to, expropriation of property without fair compensation, changes in policies or the personnel administering them, nationalization, currency fluctuations and devaluations, exchange controls and royalty increases, renegotiation or nullification of existing concessions and contracts, changes in taxation policies, economic sanctions and the imposition of specific obligations and the other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations are conducted, as well as risks of loss due to civil strife, acts of war, guerrilla activities, insurrections, the actions of national labour unions, terrorism and abduction. Additionally, the continued perception that matters have not improved in Colombia may hinder the Company’s ability to access capital in a timely or cost effective manner.

Investor Relations Activities

On May 1, 2011 the Company engaged Apex Capital Corp. (“Apex”) to provide marketing and investor relations services for the Company at $8,000 per month, for a term of twelve months. Effective August 1, 2011 the arrangement was amended to $6,000 per month and, effective September 1, 2012, the arrangement was amended to $2,500 per month. During the 2013 period the Company paid $22,500 (2012 - $54,000) to Apex for investor relations services.

On November 1, 2011 the Company engaged Accent Marketing GmbH (“Accent”) to provide marketing and investor relations services for the Company at EUR 1,500 per month, for a term of six months. Effective May 1, 2012 the engagement of Accent is on a month to month basis. During the 2013 the Company was billed $5,650 (2012 - $18,108) by Accent for investor relations services.

Outstanding Share Data

The Company’s authorized share capital is unlimited common shares without par value. As at October 28, 2013 there were 30,527,855 issued and outstanding common shares, 1,620,786 stock options outstanding to purchase common shares at exercise prices ranging from $0.52 to $2.00 per share.