SAMARANTA
MINING CORPORATION

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Nine Months Ended September 30, 2013

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

In accordance with National Instrument 51-102, Samaranta Mining Corporation discloses that the accompanying unaudited condensed interim consolidated financial statements for the nine months ended, September 30, 2013, were prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements.

SAMARANTA MINING CORPORATION

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

As at:	September 30 2013 $	December 31 2012 $
Assets		
Current		
Cash and cash equivalents	30,819	396,088
Receivables	4,267	19,988
Prepaid expenses and deposits	1,699	10,914
	36,785	426,990
Property, plant and equipment - Note 4	23,021	29,723
Mining claims and deferred exploration costs - Note 5	1,630,154	1,618,415
	1,689,960	2,075,128
Liabilities		
Current		
Accounts payable and accrued Liabilities - Note 6	138,068	144,156
	138,068	144,156
Shareholders' Equity		
Share capital - Note 7(a)	12,114,520	12,111,520
Contributed surplus - Note 7 (e)	948,676	948,676
Accumulated deficit	(11,487,991)	(11,132,417)
Foreign currency translation reserve	(23,313)	3,193
	1,551,892	1,930,972
	1,689,960	2,075,128

Nature of operations – Note 1

Going concern of operations – Note 2 (c)

Signed on behalf of the Board of Directors by:

“Nav Dhaliwal”	Director	*“Hans Rasmussen”*	Director
Nav Dhaliwal		Hans Rasmussen	

The accompanying notes are an integral part of these condensed interim consolidated financial statements

SAMARANTA MINING CORPORATION

Condensed Interim Consolidated Statements of Comprehensive Loss

For the Three Months and Nine Months Ended September 30, 2013 and 2012

(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
	2013	2012	2013	2012
	$	$	$	$
Expenses:				
Accounting and audit	6,465	36,225	48,014	143,292
Administration - Note 6	19,500	-	58,500	-
Depreciation	2,083	2,038	6,280	8,217
Bank charges (net)	285	206	1,650	(541)
Consulting	10,431	18,682	75,287	59,613
Corporate development	2,515	-	4,840	-
Filing and transfer fees	2,936	4,323	11,342	17,334
Foreign exchange (gain)/loss	(88)	(371)	132	(162)
Insurance	3,323	3,000	10,248	9,000
Legal	15,576	42,708	33,081	133,898
Management fees - Note 6	-	37,675	20,287	85,675
Office and general	6,820	53,215	50,107	166,458
Rent	4,739	24,704	17,331	84,234
Shareholders information	840	-	2,289	8,691
Stock-based compensation	-	2,490	-	-
Travel and promotion	1,840	21,883	16,186	108,161
Loss before other items	(77,265)	(246,778)	(355,574)	(823,870)
Other item:				
Write down of mining claims	-	(90,014)	-	(90,014)
Foreign exchange translation adjustment	(4,359)	(44,968)	(23,313)	8,558
Net loss and comprehensive loss for the period	(81,624)	(381,760)	(378,887)	(905,326)
Loss per common share	$0.00	($0.01)	($0.01)	($0.02)
Weighted-average number of common shares outstanding	48,890,843	36,872,147	48,818,777	36,872,147

The accompanying notes are an integral part of these condensed interim consolidated financial statements

SAMARANTA MINING CORPORATION
Condensed Interim Consolidated Statements of Cash Flows
For The Nine Months Ended September 30, 2013 and 2012
(Unaudited - Expressed in Canadian Dollars)

	2013 $	2012 $
Cash flows from operating activities		
Net loss for the period	(355,574)	(913,884)
Adjustments to reconcile loss to net cash used in operating activities:		
Depreciation	6,280	8,217
Stock-based compensation		8,691
Write-down of mining claims	-	90,014
Net change in non-cash working capital items:	(349,294)	(806,962)
Receivables	15,721	170,297
Prepaid expenses and deposits	9,215	(20,473)
Accounts payable and accrued liabilities	(6,088)	(120,112)
Advances received from related parties	-	54,034
Cash used in operating activities	(330,446)	(723,216)
Investing activities		
Deferred exploration costs	(32,604)	(157,647)
Property, plant and equipment expenditures	-	(8,529)
Cash used in investing activities	(32,604)	(166,176)
Effect of exchange rate change on cash	(2,219)	(11,035)
Change in cash and cash equivalents in the period	(365,269)	(900,427)
Cash and cash equivalents, beginning of period	396,088	998,808
Cash and cash equivalents, end of period	30,819	98,381

The accompanying notes are an integral part of these condensed interim consolidated financial statements

SAMARANTA MINING CORPORATION
Condensed Interim Consolidated Statements of Changes in Equity
For the Nine Months Ended September 30, 2013 and 2012
(Unaudited - Expressed in Canadian Dollars)

	Share Capital		Contributed	Foreign Currency Translation	Accumulated	Total Shareholders'
	Number of Shares	Amount $	Surplus $	Reserve $	Deficit $	Equity $
Balance - December 31, 2011	36,872,147	11,607,548	904,757	(21,094)	(9,882,585)	2,608,626
Stock-based compensation	-	-	8,691	-	-	8,691
Currency translation adjustment	-	-	-	8,558	-	8,558
Loss for the period	-	-	-	-	(913,884)	(913,884)
Balance - September 30, 2012	36,872,147	11,607,548	913,448	(12,536)	(10,796,469)	1,711,991
Shares issued for cash	11,910,000	595,500	-	-	-	595,500
Issue costs - cash	-	(55,800)	-	-	-	(55,800)
Agents' warrants issued	-	(35,728)	35,728	-	-	-
Stock-based compensation	-	-	(500)	-	-	(500)
Currency translation adjustment	-	-	-	15,729	-	15,729
Loss for the year	-	-	-	-	(335,948)	(335,948)
Balance - December 31, 2012	48,782,147	12,111,520	948,676	3,193	(11,132,417)	1,930,972
Shares issued on property lease agreement	200,000	3,000	-	-	-	3,000
Currency translation adjustment	-	-	-	(26,506)	-	(26,506)
Loss for the period	-	-	-	-	(355,574)	(355,574)
Balance - September 30, 2013	48,982,147	12,114,520	948,676	(23,313)	(11,487,991)	1,551,892

Effective October 28, 2013, after a five share for one share consolidation, the Company has 9,796,428 common shares issued and outstanding with 61,800 common shares subject to escrow restrictions.

1. Corporate Information

Samaranta Mining Corporation ("Samaranta" or "the Company") was incorporated pursuant to the Canada Business Corporations Act on February 5, 2008 and is in the business of acquiring, exploring and developing mineral properties. The Company is listed on the TSX Venture Exchange and currently is in the exploration stage with interests in mineral properties in Canada, and Colombia. The Company's registered and records office is located at #1100 – 736 Granville Street, Vancouver, Canada, V6Z 1G3.

2. Basis of Preparation and Summary of Significant Accounting Policies

These condensed interim consolidated financial statements for the nine month period ended September 30, 2013 have been prepared in accordance with IAS 34 Interim Financial Reporting. These condensed interim financial statements do not include all the information required for annual financial statements and should be read in conjunction with the Company's 2012 audited annual consolidated financial statements, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The condensed interim consolidated financial statements have been prepared using accounting policies consistent with those used in the Company's December 31, 2012 audited annual consolidated financial statements.

a) Basis of Consolidation

The consolidated financial statements include all subsidiaries of the Company. A subsidiary is an entity over which the Company is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding majority voting rights. A subsidiary is fully consolidated from the date on which control is acquired by the Company. They are de-consolidated from the date that control by the Company ceases. All significant inter-company transactions and balances have been eliminated.

The current unaudited condensed interim consolidated financial statements include the accounts of Samaranta Mining Corporation (the parent company) and its wholly owned subsidiary Grupo Mineros del Caribe, S.A.S. ("Grupo"), a company incorporated on April 19, 2010, under the laws of Colombia.

b) Functional Currency

The functional and presentation currency of the parent Company is the Canadian dollar and the functional currency of Grupo is the Colombian Peso. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

c) Going Concern of Operations

These financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. At September 30, 2013, the Company had not yet achieved profitable operations, has an accumulated deficit of $11,487,991 and expects to incur further losses in the development of its business. These conditions indicate the existence of material uncertainty which casts significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon economic and market factors which involve uncertainties including the Company's ability to raise adequate equity financing for continuing operations. Realization values may be substantially different from carrying values as show and accordingly these financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these financial statements.

(Unaudited - Expressed in Canadian Dollars)

2. Basis of Preparation and Summary of Significant Accounting Policies – (cont'd)

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on November 21, 2013.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

3. Critical Accounting Estimates and Judgements

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only; or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies and sources of estimation uncertainty that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed interim consolidated financial statements within the next financial year are the same as those that applied to the Company's December 31, 2012, audited annual consolidated financial statements.

4. Property, Plant and Equipment

	Furniture $	Computer Equipment $	Tooling Equipment $	Total $
Cost				
As at December 31, 2011	7,078	53,355	-	60,433
Additions	989	6,756	3,220	10,965
Foreign exchange movement	434	190	38	662
As at December 31, 2012	8,501	60,301	3,258	72,060
Foreign exchange movement	(310)	(346)	(138)	(794)
As at September 30, 2013	8,191	59,955	3,120	71,266
Accumulated depreciation				
As at December 31, 2011	1,695	26,975	-	28,670
Depreciation	1,828	10,346	1,275	13,449
Foreign exchange movement	111	88	19	218
As at December 31, 2012	3,634	37,409	1,294	42,337
Depreciation	717	5,130	433	6,280
Foreign exchange movement	(140)	(167)	(65)	(372)
As at September 30, 2013	4,211	42,372	1,662	48,245
Net book value				
As at December 31, 2012	4,867	22,892	1,964	29,723
As at September 30, 2013	3,980	17,583	1,458	23,021

(Unaudited - Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets

The Company's exploration properties are located Colombia, South America and its interest in these resource properties is maintained pursuant to agreements with the titleholders. The Company is satisfied that evidence of title to each of its resource properties is adequate and acceptable by Colombian standards with respect to the current stage of exploration on these properties, however, recoverability of amounts shown for resource properties are subject to confirmation of the Company's interest in the underlying resource properties.

The Company's exploration and evaluation assets are as follows:

	Colombia					Canada	USA	
	Guadalupe	Small Frontino	Manila 2	San Carlos	Segovia Tailings	Easy Joe	Spanish Canyon	Total
	$	$	$	$	$	$	$	$
Costs:								
Balance - December 31, 2011	1,280,540	120,382	23,384	65,797	330	25,000	-	1,515,433
Acquisition costs	-	-	-	-	-	-	-	-
Exploration costs	157,093	1,381	-		18,081	-	-	176,555
Foreign exchange movement	33,087	932	-	490	9	-	-	34,518
Balance - December 31, 2012	1,470,720	122,695	23,384	66,287	18,420	25,000	-	1,726,506
Acquisition costs	-	-	-	-	-	-	23,237	23,237
Exploration costs	12,297	70	-	-	-	-	-	12,367
Foreign exchange movement	(23,217)	(648)	-	-	-	-	-	(23,865)
Balance - September 30, 2013	1,459,800	122,117	23,384	66,287	18,420	25,000	23,237	1,738,245
Impairment write-offs:								
Balance - December 31, 2011	-	-	-	-	-	-	-	-
Write-offs	-	-	(23,384)	(66,287)	(18,420)	-	-	(108,091)
Balance - December 31, 2012	-	-	(23,384)	(66,287)	(18,420)	-	-	(108,091)
Write-offs	-	-	-	-	-	-	-	-
Balance - September 30, 2013	-	-	(23,384)	(66,287)	(18,420)	-	-	(108,091)
Carrying values:								
Carrying value - December 31, 2012	1,470,720	122,695	-	-	-	25,000	-	1,618,415
Carrying value - September 30, 2013	1,459,800	122,117	-	-	-	25,000	23,237	1,630,154

Colombia:

a) Guadalupe

The Guadalupe property comprises two thirty-year mineral exploration concession contracts granted on April 20, 2005. The property consists of approximately 786 hectares located in the Municipality of Segovia, Colombia. On June 8, 2010, the Company entered into an assignment of mining rights agreement to acquire an undivided interest in the rights to these contracts in exchange for cash paid of US$700,000 and a surface rental and environmental insurance policy payment of $14,204.

5. Exploration and Evaluation Assets – (cont'd)

Colombia: - (cont'd)

a) Guadalupe – (cont'd)

Pursuant to a participation in production agreement dated June 4, 2010, the Company has committed to pay a 15% net production royalty to a third party in exchange for finder's fees related to the property acquisition. The agreement also contains a US$500,000 penalty provision for any default therein, subject to a force majeure exception. The Company can reduce this royalty to nil in exchange for a cash payment of US$5,000,000 to be paid before June 4, 2015.

An alluvial minerals and NSR participation agreement dated April 23, 2010 continues to be in effect for this property whereby all of the alluvial minerals extraction rights are owned by the vendor, subject to a 15% net production royalty in favour of the Company.

Also pursuant to this agreement, the vendor has been granted a variable 1% to 4% NSR on all non-alluvial production, with actual NSR rates dependent upon the US$ price of gold. The agreement contains a US$10,000,000 penalty provision for any default therein.

Concession contracts related to exploration and mining in Colombia are governed by Colombian mining laws and have three phases which commence upon its registration in the National Mining Registry (Registro Minero Naciónal): exploration, construction and exploitation. The contracts are currently in the exploration phase which is expected to terminate on April 25, 2016. Concessions ground fees (also known as "canons" in Colombia) are payable during the exploration and construction phases.

b) Small Frontino

Pursuant to a dispute settlement agreement dated December 3, 2010 and subsequently renegotiated in January 2011, the Company agreed to acquire two mineral concessions located in Colombia known as the Small Frontino properties in exchange for a cash payment of US$135,000.

c) Manila 2

Pursuant to a mining concessions assignment agreement dated May 31, 2010, the Company had the right to acquire a 98% interest in an area comprising of approximately 5,749 hectares located in Segovia and Remedios, Colombia commonly referred to as the Manila 2 property in exchange for a cash payment of US$104,500 due on future Colombian regulatory approval dates. The Manila 2 property was subject to a variable 1% to 4% NSR on all non-alluvial production, with actual NSR rates dependent upon the US$ price of gold. The alluvial mining extraction rights relating to the Manila 2 property remained with the vendor, subject to a variable 1% to 4% NSR in favour of the Company. During the year ended December 31, 2012, management decided it would no longer pursue this property, and accordingly the mining claims expired and deferred costs of $23,384 were written down to nil.

d) San Carlos

During the year ended December 31, 2012, management decided it would no longer pursue this property, and accordingly the deferred costs of $66,287 were written down to nil.

e) Segovia Tailings

On July 27, 2012, the Company entered into an agreement (the "JVA") with Sociedad Minera Medio Ambiental Y Ecologica "Oro Solido" Sociedad Por Acciones Simplificada Sas ("Sociedad Minera"), to evaluate, and if deemed economic, re-process certain mine tailings located in Segovia, Antioquia, Colombia ("the Tailings").

(Unaudited - Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets – (cont'd)

Colombia: – (cont'd)

e) Segovia Tailings – (cont'd)

Under the terms of the JVA, Sociedad Minera, who was awarded by the Municipality of Segovia in January 2012 the exclusive right to reprocess and treat the Tailings, granted Samaranta the exclusive right to reprocess the Tailings, subject to completion of due diligence.

In early fiscal 2013, the Company engaged an international law firm to review the JVA, and a final legal report was received on February 20, 2013. The report concluded that the contract was invalid as it did not comply with Colombian mining laws. Consequently, the Company will not be proceeding with the Segovia Joint Venture Tailings project. Samarium Group Systems & Research (Note 8) was paid a finder's fee of $55,828 plus HST for arranging the project and management is reviewing possible recourses to this payment with legal counsel. During the year ended December 31, 2012, deferred costs on the project of $18,420 were written down to nil.

Canada:

Easy Joe

The Company owns the mineral rights for one small property located in British Colombia, Canada.

USA:

On July 24, 2013, management signed a mineral property lease agreement ("Agreement") for the Spanish Canyon Project ("Spanish Canyon"). The Spanish Canyon gold prospect, located in north central Nevada, USA, consists of 94 lode claims covering an area of about 1,900 acres. Subject to prior termination, the term of the Agreement is for a period of twenty years commencing on the Effective Date ("July 24, 2013").

The Agreement requires the Company to make Advanced Royalty Payments and issuance of its common stock as follows:

	Advanced Royalty Payment - US$	
On execution of Agreement - July 24, 2013	5,000	(paid)
On or prior to July 24, 2014	15,000	
Each year on or prior to July 24, 2015 - 2016	20,000	
On or prior to July 24, 2017	30,000	
On or prior to July 24, 2018	40,000	
Each year on or prior to July 24, 2019 - 2023	50,000	
Each year on or prior to July 24, 2024 - 2028	75,000	
Each year on or prior to July 24, 2029 - 2033	100,000	

	Number of Company Stock	
Each year within 60 days of July 24, 2013 - 2017	200,000	(issued re: 2013)

The Advanced Royalty Payments shall be credited against the royalty, but not mineral rights or the purchase price. Any Advanced Royalty Payments not paid or stock certificates not delivered to the owner when due shall render the Agreement to be null and void and Company shall have no rights, title or interest to this Agreement, unless modified and agreed upon in writing by both parties.

(Unaudited - Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets – (cont'd)

USA: - (cont'd)

Work commitments by the Company under the Agreement are as follows:

	Amount - US$
1st Lease year	10,000
2nd Lease year	25,000
3rd Lease year	50,000
4th Lease year	75,000
Each lease year: 5th lease year - 20th lease year	100,000

In the event the Company is unable to fulfill the required work commitments within the required time frames, the difference between the actual expenditures made and the required work commitments may be paid to the owner in cash within 30 days of the delinquent date or this Agreement shall be null and void and the Company shall have no rights, titles or interests to this Agreement unless modified and agreed upon in writing by both parties.

The Company is obligated to pay to the owner a production royalty equal to three percent of the Net Smelter Returns ("NSR") from the production or sale of minerals from the Spanish Canyon properties ("Property") and a production royalty equal to one percent of the NSR or any other royalties from the production of sale of minerals from all third party properties within the Property.

The Company shall have the option to purchase a portion of the 3% NSR Royalty from the Property representing one percent (1%) of the NSR for one million dollars ($1,000,000), in accordance with the Agreement and terms of the Purchase of Production Royalty Quitclaim Deed (the "Royalty Deed"). The Company shall have the option to purchase an additional one percent (1%) of the NSR for three million dollars ($3,000,000), in accordance with the Agreement and terms of the Royalty Deed. The Company may exercise the option to purchase the royalty at any time within six months after it completes a positive, bankable, feasibility study and commits the development of the property as a mine. The remaining one percent (1%) royalty from the owner shall not be available for purchase unless the owner and Company agree in writing on terms.

Guinea:

Effective October 1, 2011 and amended October 21, 2011 and November 8, 2012, the Company entered into a share purchase option agreement ("Agreement") with Siguiri Gold Mining Corp ("Siguiri") and Siguiri Mining Guinea Ltd. ("SMG") whereby Siguiri agreed to purchase the Company's shares in its wholly owned Guinean subsidiary, Guinean Global Resources SA ("GGR").

The initial payment of $180,000 due on signing consisting of $125,000 plus a $55,000 recovery of costs associated with the acquisition of the property was recorded as a receivable as the funds were held in escrow pending confirmation of the initial GGR share transfer of 3.5%. During the year ended December 31, 2012 the share transfer was completed and the cash and shares payment was received. The fair value of the Siguiri shares was determined to be nil due to the early stage of development of the property and because the fair value of the Siguiri shares could not be reliably determined. Pursuant to the terms of the agreement the GGR shares will be transferred in four tranches as follows:

(Unaudited - Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets – (cont'd)

Guinea: - (cont'd)

	SMG cash payment	Siguiri share issuance	SMG exploration expenditures to be incurred	GGR % of shares acquired	GGR cumulative % of shares acquired
October 1, 2011	125,000	100,000		3.5%	3.5%
July 31, 2013			300,000		3.5%
December 31, 2013		200,000	200,000	14.5%	18%
December 31, 2014		200,000	1,000,000	31.5%	49.5%
December 31, 2015		1,000,000(1)	1,000,000	51.5%	100%
	125,000	1,500,000	2,500,000		

(1) At SMG's sole option, this payment may be either cash of $1,000,000 or 1,000,000 siguirdi shares.

The agreement specified that SMG is also required to complete a NI 43-101 compliant technical report. In addition, prior to or concurrent with the final payment, Samaranta will be granted a 2% net smelter royalty ("NSR") on the property, 1% of which may be purchased at any time by SMG for $1,000,000.

On November 5, 2013, a letter from legal counsel for Siguiri and SMG was received asserting that title to the properties pertaining to the Agreement was not as represented by the Company. The letter claims the return of the $180,000 payment and shares issued as per the Agreement along with expenses incurred by Siguriri and SMG with respect to the properties, which are estimated to be in excess of $120,000. The Company is consulting with its legal counsel to determine the appropriate course of action.

6. Related Party Transactions

Key management personnel are persons responsible for the planning, directing and controlling activities of the entity. The Company's key management personnel included the CEO, Chairman, and CFO and their compensations are as follows:

	For the Nine Months Ended September 30	
	2013	2012
	$	$
Administration/accounting	58,500	97,858
Consulting	48,316	7,000
Management	20,287	85,675
Other	4,500	-
Total	131,603	190,533

$4,500 in 2013 was paid to a company associated with a director for office rent and utilities.

(Unaudited - Expressed in Canadian Dollars)

6. Related Party Transactions – (cont'd)

Related party liabilities included in trade and other payable are as follows:

	As at September 30	
	2013	2012
	$	$
Amounts due to management:		
Administration/accounting	6,500	-
Other	325	-
Total	6,825	-

7. Share Capital

a) Authorized:

i) Unlimited common shares without par value.
ii) Unlimited class B non-voting preference shares without par value.
iii) Unlimited class C super voting shares without par value.

b) Issued:

During the nine months ended September 30, 2013, the Company issued 200,000 common shares fair valued at $3,000 (based on the closing trading price of the Company's common shares at the time of issuance) in accordance with the Spanish Canyon property lease agreement.

On October 31, 2012, the Company closed a private placement of 11,910,000 units at a price of $0.05 per unit for gross proceeds of $595,500. Each unit is comprised of one share and one share purchase warrant with each warrant entitling the holder to acquire an additional share of the Company at a price of $0.05 until October 31, 2013 and $0.10 thereafter until expiry on October 31, 2017. The Company allocated $595,500 of the total proceeds to the common shares and a nominal amount to the attached warrants. Pursuant to the terms of this financing, the Company paid a finder's fee comprised of $55,800 in cash and by the issue of 1,110,000 finder's warrants, each finder's warrant having terms identical to warrants issued pursuant to the private placement. Share-based compensation of $35,728 arising from the issue of these compensation warrants has been charged to share issue costs and credited to contributed surplus.

For purposes of the calculations of compensation charge associated with agent's warrants granted, the following assumptions were used for the Black-Scholes model:

Risk-free interest rate	0.78% - 1.63%
Expected life	1 - 5 years
Expected volatility	81 % - 104%
Expected dividends	$nil

At September 30, 2013, 48,782,147 common shares were issued and outstanding of which 309,000 common shares are subject to escrow restrictions.

Effective October 28, 2013, after a five for one consolidated basis, the Company has 9,796,428 common shares issued and outstanding with 61,800 common shares subject to escrow restrictions.

(Unaudited - Expressed in Canadian Dollars)

7. Share Capital – (cont'd)

c) Stock options:

The continuity of share purchase options is as follows:

	Number of Options	Weighted Average Exercise Price $
Balance - December 31, 2011	3,147,500	0.38
Granted	150,000	0.16
Balance - December 31, 2012	3,297,500	0.37
Cancelled/expired	(3,297,500)	0.37
Balance – September 30, 2013	-	-

On April 16, 2012, the Company granted 150,000 options to a consultant, exercisable at $0.16 per share with a ten year expiry. These options vest equally at three month intervals over one year commencing April 16, 2012. The fair value of these share purchase options is estimated using the Black-Scholes option valuation model with the following assumptions:

Risk-free interest rate	1.54%
Expected life	10 years
Expected volatility	108%
Expected dividends	$nil

For the year ended December 31, 2012, $8,191 in stock-based compensation was recorded.

The options granted in 2012 along with those previously granted to former management (directors and officers) and other consultants were cancelled during the period ended September 30, 2013, due mainly to resignations of prior management and consultants that are no longer providing services to the Company.

d) Share Purchase Warrants Outstanding:

The continuity of share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price $
Balance - December 31, 2011	5,999,820	0.18
Warrants issued via private placement	11,910,000	0.05
Warrants issued for finders' fees	1,110,000	0.05
Warrants expired	(199,820)	0.32
Balance - December 31, 2012	18,820,000	0.09
Warrants expired	(5,800,000)	0.17
Balance - September 30, 2013	13,020,000	0.05

(Unaudited - Expressed in Canadian Dollars)

7. Share Capital – (cont'd)

d) Share Purchase Warrants Outstanding: - (cont'd)

Details of share purchase warrants outstanding at September 30, 2013:

Number of Warrants	Exercise Price $	Expiry Date	Remaining Life (Years)
13,020,000	0.05 (i)	October 21, 2017	4.08

(i) Exercisable at $0.05 until October 31, 2013, and $0.10 thereafter until expiry on October 31, 2017.

Effective October 28, 2013, after a five for one consolidated basis, the Company has 2,604,000 warrants outstanding with an unit exercise of $0.25 expiring October 21, 2017.

e) Contributed Surplus:

	Stock-based Compensation $	Brokers' Warrants $	Total $
Balance December 31, 2011	777,718	127,040	904,758
Stock-based compensation	8,190	-	8,190
Agents' warrants issued	-	35,728	35,728
Balance December 31, 2012 and September 30, 2013	785,908	162,768	948,676

Contributed Surplus' is used to recognize the value of stock option grants and share purchase warrants prior to exercise.

Cumulative Translation Adjustment includes the effects of foreign exchange gains and losses incurred on non-monetary assets of subsidiaries with functional currencies that differ from the functional currency of the parent company.

Accumulated Deficit' is used to record the Company's change in deficit from earnings from year to year.

8. Segmented Information

Geographic Information

The Company's operations comprise one reportable segment, being the exploration of mineral resource properties. The carrying value of the Company's assets on a country-by-country basis is as follows:

September 30, 2013	Canada $	Colombia $	USA $	Total $
Current assets	34,768	2,018	-	36,786
Property, plant and equipment	14,490	8,531	-	23,021
Explorations & evaluation reserves	25,000	1,581,916	23,237	1,627,153
Total Assets	74,258	1,592,465	23,237	1,689,960

(Unaudited - Expressed in Canadian Dollars)

8. Segmented Information

Geographic Information – (cont'd)

September 30, 2012	Canada $	Colombia $	USA $	Total $
Current assets	204,672	28,587	-	233,259
Other non-current assets	33,347	-	-	33,347
Property, plant and equipment	20,574	11,791	-	32,365
Explorations & evaluation reserves	25,000	1,577,369	-	1,602,369
Total Assets	283,593	1,617,747	-	1,901,340

9. Income Taxes

No income tax expense or recovery arises due to the losses incurred in the period. At December 31, 2012, the Company has accumulated capital losses of approximately $1,548,000, non-capital losses totalling approximately $9,130,000 in Canada. In addition, the Company has tax losses for Colombian purposes of COP$632,265,000 ($343,000) and resource related deductions of $5,032,000 potentially available to offset against future years' taxable income in Colombia. The potential benefits of these carry-forward losses have not been recognized in these unaudited condensed interim consolidated financial statements as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

10. Contingency

On March 4, 2013 a notice of civil claim against the Company was filed with the Supreme Court of British Colombia by a former director/consultant of the Company claiming an amount of $133,096.50 for unpaid fees and expenses. On November 27, 2013, the Company was served with the notice of the civil claim and management will now work with legal counsel to vehemently dispute the claim as the director/consultant was terminated for just cause.

11. Event after Reporting Period

The Company passed by special resolution during its annual meeting held on October 15, 2013, that the issued and outstanding common shares of the Company be consolidated on a five for one basis and that the name of the Company be changed to Icon Exploration Inc.

Effective October 28, 2013, the Company's common shares commenced trading on the TSX Venture Exchange on the consolidated basis as above in the name of Icon Exploration Inc. and under the new symbol IEX.