ICON Exploration Inc.

(Formerly – Samaranta Mining Corporation)

CONSOLIDATED FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

(Expressed in Canadian Dollars)

DeVISSER GRAY LLP
CHARTERED ACCOUNTANTS

401-905 West Pender St
Vancouver BC V6C 1L6
t 604.687.5447
f 604.687.6737

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Icon Exploration Inc. (formerly Samaranta Mining Corporation),

We have audited the accompanying consolidated financial statements of Icon Exploration Inc. (formerly Samaranta Mining Corporation), which comprise the statements of financial position as at December 31, 2013 and 2012, and the statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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 audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement.

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

We believe that the audit evidence 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 financial position of Icon Exploration Inc. as at December 31, 2013 and 2012 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 of the consolidated financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about Icon Exploration Inc.'s ability to continue as a going concern.

De Visser Gray LLP

CHARTERED ACCOUNTANTS
Vancouver, British Columbia
April 29, 2014

Icon Exploration Inc.
(Formerly - Samaranta Mining Corporation)
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
As at

	December 31 2013 $	December 31 2012 $
Assets		
Current		
Cash and cash equivalents	2,087	396,088
Receivables	2,150	19,988
Prepaid expenses and deposits	-	10,914
	4,237	426,990
Property, plant and equipment - Note 4	13,106	29,723
Exploration and evaluation assets - Note 5	48,238	1,618,415
	65,581	2,075,128
Liabilities		
Current		
Accounts payable and accrued liabilities - Note 6	144,502	144,156
Contingent liability – Notes 5 and 10	180,000	-
	324,502	144,156
Shareholders' Equity (Deficiency)		
Share capital - Note 7(a)	12,114,520	12,111,520
Contributed surplus - Note 7(e)	948,676	948,676
Accumulated deficit	(13,322,117)	(11,132,417)
Foreign currency translation reserve	-	3,193
	(258,921)	1,930,972
	65,581	2,075,128

Corporate Information and Going Concern – Note 1

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 consolidated financial statements

Icon Exploration Inc.
(Formerly - Samaranta Mining Corporation)
For the years ended December 31, 2013 and 2012
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	2013 $	2012 $
Expenses:		
Accounting and audit	48,011	189,012
Administration - Note 6	78,000	-
Depreciation	7,661	13,449
Bank charges	1,968	2,202
Consulting	65,000	76,469
Corporate development	5,010	57,345
Filing fees	6,058	22,211
Foreign exchange loss (gain)	11,527	(440)
Insurance	13,278	12,000
Legal	47,789	166,214
Management fees - Note 6	20,287	176,707
Office and printing	66,818	248,491
Shareholders information	2,513	2,212
Stock-based compensation - Note 7(c)	-	8,191
Transfer agent	16,119	11,029
Travel and promotion	16,816	148,119
Loss before other items	(406,855)	(1,133,211)
Other items:		
Loss on disposal of property, plant & equipment	(8,721)	-
Other expenses	-	(11,321)
Write-off of exploration and evaluation assets	(1,594,124)	(108,091)
Provision for claim settlement – Notes 5 and 10	(180,000)	-
Interest income	-	2,791
Net loss for the year	(2,189,700)	(1,249,832)
Other comprehensive income (loss):		
Foreign currency translation adjustment	(3,193)	24,287
Net loss and comprehensive loss for the year	(2,192,893)	(1,225,545)
Basic loss per share	($0.22)	($0.03)
Weighted-average number of common shares outstanding	9,771,990	38,857,147

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

Icon Exploration Inc.
(Formerly - Samaranta Mining Corporation)
Consolidated Statements of Cash Flows
For the years ended December 31, 2013 and 2012
(Expressed in Canadian Dollars)

	2013 $	2012 $
Cash flows from operating activities		
Net loss for the year	(2,189,700)	(1,249,832)
Adjustments to reconcile loss to net cash used in operating activities:		
Depreciation	7,661	13,449
Loss on disposal of property, plant and equipment	8,721	-
Stock-based compensation	-	8,191
Write-off of exploration and evaluation assets	1,594,124	108,091
Net change in non-cash working capital items:	(579,194)	(1,120,101)
Receivables	17,838	248,611
Prepaid expenses and deposits	10,914	21,286
Accounts payable and accrued liabilities	346	(111,271)
Contingent liability	180,000	-
Cash used in operating activities	(370,096)	(961,475)
Investing activities		
Exploration and evaluation assets	(32,879)	(176,555)
Purchase of property, plant and equipment	-	(10,965)
Cash used in investing activities	(32,879)	(187,520)
Financing activities		
Gross proceeds from shares issuance	-	595,500
Share issuance costs	-	(55,800)
	-	539,700
Effect of exchange rate change on cash and cash equivalents	8,974	(10,675)
Decrease in cash and cash equivalents during the year	(394,001)	(619,970)
Cash and cash equivalents, beginning of year	396,088	1,016,058
Cash and cash equivalents, end of year	2,087	396,088
Cash and cash equivalents are comprised of:		
Cash at bank	2,087	378,838
Short-term bank deposits	-	17,250
	2,087	396,088
Non-cash items excluded from financing activities:		
Warrants issued as share issue expense	-	35,728
Shares issued for mining claim interests	3,000	-

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

Icon Exploration Inc.
(Formerly - Samaranta Mining Corporation)
Consolidated Statements of Changes in Equity
For the years ended December 31, 2013 and 2012
(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
Issuance of shares for cash	11,910,000	595,500	-	-	-	595,500
Issuance costs - cash	-	(55,800)	-	-	-	(55,800)
Issuance costs - broker warrants	-	(35,728)	35,728	-	-	-
Stock-based compensation	-	-	8,191	-	-	8,191
Currency translation adjustment	-	-	-	24,287	-	24,287
Net loss for the year	-	-	-	-	(1,249,832)	(1,249,832)
Balance - December 31, 2012	48,782,147	12,111,520	948,676	3,193	(11,132,417)	1,930,972
Shares issued for property lease agreement	200,000	3,000	-	-	-	3,000
Shares consolidated 5:1	(39,185,719)	-	-	-	-	-
Currency translation adjustment	-	-	-	(3,193)	-	(3,193)
Net loss for the year	-	-	-	-	(2,189,700)	(2,189,700)
Balance - December 31, 2013	9,796,428	12,114,520	948,676	-	(13,322,117)	(258,921)

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

1. Corporate Information and Going Concern

Icon Exploration Inc. ("Icon" or "the Company") (formerly – Samaranta Mining Corporation) 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, USA and Colombia. The Company's registered and records office is located at #4006 - 1011 West Cordova Street, Vancouver, BC, Canada, V6C 0B2.

The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, future profitable production or disposition thereof, and the ability of the Company to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

These consolidated financial statements are prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. For the year ended December 31, 2013, the Company incurred a loss of $2,189,700 and the accumulated deficit as at December 31, 2013 was $13,322,117. As at December 31, 2013, the Company had a working capital deficit of $320,265, which is insufficient to finance exploration and operating costs over the next twelve months without additional funding. These conditions cast substantial doubt as to the Company's ability to continue as a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements were authorized for issue by the Company's Board of Directors on April 29, 2014.

3. Significant Accounting Policies

a) Basis of Measurement

The financial statements have been prepared on the going concern basis, under the historical cost convention.

b) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and all subsidiaries subject to control by the Company, which include its wholly owned Colombian subsidiary, Grupo Mineros del Caribe, S.A.S. ("Grupo") incorporated on April 19, 2010, under the laws of Colombia.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All inter-company transactions and balances have been eliminated upon consolidation.

3. Significant Accounting Policies – (cont'd)

c) Critical Accounting Estimates and Judgements

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements are made in particular with regard to the assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year, assessment of impairment to the carrying value of mineral properties, and the assumptions used in calculating the fair value of warrants and share-based payments.

d) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the chief executive officer of the Company

e) Foreign Currency Translation

Functional and presentation currency

The financial statements are presented in Canadian dollars which is also the functional currency of the Canadian parent. The functional currency of the Colombian subsidiary is the Colombian peso. The subsidiary's assets and liabilities are translated into Canadian dollars at the closing rate at each period end, and its income and expenses at the average rate for the period as this is considered a reasonable approximation of the actual rates prevailing at the transaction dates. All resulting changes are recognized in other comprehensive income as cumulative translation adjustments.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at exchange rates of monetary assets and liabilities denominated in currencies other than the entity's functional currency are recognized in the statement of loss in "other income or loss".

f) Cash and Cash Equivalents

Cash and cash equivalents are unrestricted as to use and consist of cash on hand, demand deposits and short term interest bearing investments with maturities of 90 days or less from the original date of acquisition and which can be readily liquidated to known amounts of cash and are subject to an insignificant risk of change in value.

Redeemable interest bearing investments with maturities of up to one year are considered cash equivalents if they can readily be liquidated at any point in time to known amounts of cash, the initial period

3. Significant Accounting Policies – (cont'd)

f) Cash and Cash Equivalents – (cont'd)

subject to an interest penalty on redemption is less than 90 days, and they are redeemable thereafter until maturity for invested value plus accrued interest.

g) Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation specified in the contract is discharged, cancelled or expires. The Company classifies its financial instruments as available-for-sale, loans and receivables and non-derivative 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.

i. Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories and are recognized initially at fair value plus transaction costs and then subsequently carried at fair value. Gains or losses arising from remeasurement are recognized in other comprehensive income. When an available-for-sale investment is sold or impaired, the accumulated gains or losses are moved from accumulated other comprehensive income to the statement of loss and are included in "other income and loss". Available-for-sale investments are classified as noncurrent, unless an investment matures within twelve months, or management expects to dispose of it within twelve months. 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 assets, a significant and prolonged decline in the value of the instrument is considered to determine whether any impairment has arisen.

ii. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables comprise cash and cash equivalents and are included in current assets due to their short-term nature. Loans and receivables are initially recognized at the amount expected to be received, less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment 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.

iii. Non-derivative financial liabilities include trade payables and accrued liabilities. Trade payables are initially recognized at the amount required to be paid, less, when material, a discount to reduce the payables to fair value. Subsequently, trade payables are measured at amortized cost using the effective interest method. These are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current.

h) Mining Claims and Deferred Exploration Costs

The Company defers the cost of acquiring, maintaining its interest, exploring and developing mineral properties until such time as the properties are placed into production, abandoned, sold or considered to be impaired in value. Costs of producing properties will be amortized on a unit of production basis and costs of abandoned properties are written-off. Proceeds received on the sale of interests in mineral properties are credited to the carrying value of the mineral properties, with any excess included in operations. Write-downs due to impairment in value are charged to operations.

3. Significant Accounting Policies – (cont'd)

h) Mining Claims and Deferred Exploration Costs – (cont'd)

The Company is in the process of exploring and developing its mineral properties and has not yet determined whether the mineral properties contain any reserves.

Management reviews the carrying value of mineral properties on a periodic basis and will recognize impairment in value based upon current exploration results, the prospect of further work being carried out by the Company, the assessment of future probability of profitable revenues from the property or from the sale of the property. Amounts shown for properties represent costs incurred net of writedowns and recoveries, and are not intended to represent present or future values.

i) Rehabilitation Provision

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations and which do not contribute to current or future revenue generation are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the costs can be reasonably estimated.

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred and capitalizes this by increasing the carrying amount of the related property. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration site. As at December 31, 2013, the Company did not require a rehabilitation provision.

j) Equipment

Equipment is carried at cost. Amortization is computed using the declining-balance method at a rate of 30% for computer equipment, 30% for machinery and equipment, and 20% for furniture.

k) Other Liabilities

Provisions for restructuring costs, warranties and legal claims are recognized in other liabilities when the Company has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted where the effect is material.

l) 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

3. Significant Accounting Policies – (cont'd)

l) Income Tax – (cont'd)

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 is recognized for all taxable temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, and for the carry forward of unused tax losses and credits. 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 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.

m) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and share warrants are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

n) Basic and Diluted Loss per Share

Basic earnings or loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding during the relevant period.

Diluted EPS is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed using the treasury stock method. The Company's potentially dilutive common shares comprise stock options granted to employees and consultants and warrants.

o) Share Based Payments

The Company grants stock options to certain employees and consultants with options vesting in tranches. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. As the Company did not have sufficient share trading history the expected volatility was determined by measuring the historical volatility of five other companies which were similar in nature for the same time period as the length of the option period.

Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. This number is reviewed at least annually, with any change in estimate recognized immediately in compensation expense with a corresponding adjustment to contributed surplus.

p) Accounting Standards and Amendments Issued but Not Yet Adopted

New accounting standards and interpretation

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after January 1, 2013, including IAS 19 *Employee Benefits*, IAS 27 *Separate Financial Statements,* IAS 28 *Investments in Associates and Joint Ventures,* IFRS 10 *Consolidated Financial*

(Expressed in Canadian Dollars)

3. Significant Accounting Policies – (cont'd)

p) Accounting Standards and Amendments Issued but Not Yet Adopted – (cont'd)

Statements, IFRS 11 *Joint Arrangements*, IFRS 12 *Disclosure of Interest of Other Entities*, and IFRS 13 *Fair Value Measurement*. The Company has adopted these policies and they do not have significant effect on the consolidated financial statements.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

Accounting standards issued and effective January 1, 2014

Amendments to IAS 32*, Financial Instruments: Presentation* provides for amendments relating to offsetting financial assets and financial liabilities.

Accounting standards issued with the effective date to be finalized

IFRS 9 *Financial Instruments* replaces the current standard IAS 39 Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value.

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
Write-off	(7,094)	(7,972)	(3,189)	(18,255)
Foreign exchange movement	(155)	(173)	(69)	(397)
As at December 31, 2013	1,252	52,156	-	53,408
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	745	6,483	433	7,661
Write-off	(3,526)	(4,310)	(1,699)	(9,535)
Foreign exchange movement	(63)	(70)	(28)	(161)
As at December 31, 2013	790	39,512	-	40,302
Net book value				
As at December 31, 2012	4,867	22,892	1,964	29,723
As at December 31, 2013	462	12,644	-	13,106

(Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets

The Company's exploration properties are located Colombia, Canada, USA, and Guinea 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, Canadian, American, and Guinean 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	-	-	-	-	-	-	23,238	23,238
Exploration costs	12,570	71	-	-	-	-	-	12,641
Foreign exchange movement	(11,608)	(324)	-	-	-	-	-	(11,932)
Balance - December 31, 2013	1,471,682	122,442	23,384	66,287	18,420	25,000	23,238	1,750,453
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	(1,471,682)	(122,442)	-	-	-	-	-	(1,594,124)
Balance - December 31, 2013	(1,471,682)	(122,442)	(23,384)	(66,287)	(18,420)	-	-	(1,702,215)
Carrying values:								
Carrying value - December 31, 2012	1,470,720	122,695	-	-	-	25,000	-	1,618,415
Carrying value - December 31, 2013	-	-	-	-	-	25,000	23,238	48,238

Colombia:

a) Guadalupe

The Guadalupe property is comprised of 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 participation in a 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.

Due to a lack of funding and uncertainty of success in continuing on with the property, all previously deferred exploration and evaluation assets totalling $1,471,682 have been written off as at December 31, 2013.

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.

Due to a lack of funding and uncertainty of success in continuing on with the property, all previously deferred exploration and evaluation assets totalling $122,695 have been written off as at December 31, 2013.

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.

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

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.

Colombia: – (cont'd)

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").

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 the Company 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 decided not to proceed with the Segovia Joint Venture Tailings project. Samarium Group Systems & Research 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 Company paid US$5,000 on execution of the agreement and in August 2013, $14,948 (US$14,151) was reimbursed to the owner for annual fees paid, and 200,000 common shares of the Company valued at $3,000 were issued.

The Agreement requires the Company to make advanced royalty payments and to issue its common shares as follows:

(Expressed in Canadian Dollars)

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

USA: – (cont'd)

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

The advance royalty payments shall be credited against the royalty, but not mineral rights or the purchase price. Any advance royalty payments not paid or share 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.

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 one-third 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.

(Expressed in Canadian Dollars)

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

Guinea:

In July 2011, the Company acquired a 100% interest in Guinean Global Resources SA ("GGR"), which has an 80% ownership interest in Group Guinea Investment SA ("GGI"), both Guinea, West Africa companies.

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 of wholly-owned GGR.

During the year ended December 31, 2012, the share transfer due by October 1, 2011 was completed and the initial payment of common shares and cash, consisting of $125,000 plus a $55,000 recovery of costs associated with the acquisition of the property, 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 were to be transferred in four tranches as follows:

	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 Siguiri 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, the Company 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 mineral properties purported to be held by GGR was not as represented by the Company. The letter claims the return of the $180,000 payment and 100,000 common shares of Siguiri issued as per the Agreement along with expenses incurred by Siguiri and SMG with respect to the properties, which were estimated to be in excess of $120,000. The Company is in the process of attempting to settle this matter with Siguiri. Refer to Note 10.

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:

(Expressed in Canadian Dollars)

6. Related Party Transactions – (cont'd)

	For the Years Ended December 31	
	2013	2012
	$	$
Administration/accounting	78,000	124,088
Consulting	48,316	7,000
Management	20,287	176,707
Other	4,500	-
Total	151,103	307,795

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

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

	As at December 31	
	2013	2012
	$	$
Amounts due to management:		
Administration/accounting	17,225	6,161
Consulting	-	6,000
Total	17,225	12,161

Transactions with related parties are recorded at the exchange amount, being the price agreed between the parties.

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 year ended December 31, 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. Costs of $35,728 arising from the issue of these compensation warrants has been charged to share issue costs and credited to contributed surplus.

(Expressed in Canadian Dollars)

7. Share Capital – (cont'd)

b) Issued: – (cont'd)

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 December 31, 2013, 9,796,428 common shares were issued and outstanding of which 30,900 common shares were subject to escrow restrictions.

c) Share Purchase Options:

The continuity of share purchase options is as follows:

	Number of Options	Weighted Average Exercise Price $
Balance - December 31, 2011	629,500	1.90
Granted	30,000	0.80
Balance - December 31, 2012	659,500	1.85
Cancelled/expired	(659,500)	1.85
Balance – December 31, 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 year ended December 31, 2013, due mainly to resignations of prior management and consultants that are no longer providing services to the Company.

(Expressed in Canadian Dollars)

7. Share Capital – (cont'd)

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	1,199,964	0.90
Warrants issued via private placement	2,382,000	0.25
Warrants issued for finders' fees	222,000	0.25
Warrants expired	(39,964)	1.60
Balance - December 31, 2012	3,764,000	0.44
Warrants expired	(1,160,000)	0.86
Balance - December 31, 2013	2,604,000	0.50

Details of share purchase warrants outstanding at December 31, 2013:

Number of Warrants	Exercise Price $	Expiry Date	Remaining Life (Years)
2,604,000	0.50	October 21, 2017	3.83

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 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.

(Expressed in Canadian Dollars)

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:

December 31, 2013	Canada $	Colombia $	USA $	Total $
Current assets	4,237	-	-	4,237
Property, plant and equipment	13,106	-	-	13,106
Explorations & evaluation assets	25,000	-	23,238	48,238
Total Assets	42,343	-	23,238	65,581

December 31, 2012	Canada $	Colombia $	USA $	Total $
Current assets	417,673	9,317	-	426,990
Property, plant and equipment	18,641	11,082	-	29,723
Explorations & evaluation assets	25,000	1,593,415	-	1,618,415
Total Assets	461,314	1,613,814	-	2,075,128

9. Income Taxes

The income taxes provisions differ from the amounts obtained by applying the statutory Canadian and Colombian income tax rates as follows:

	Years ended December 31, 2013	2012
Tax rate	25.53%	25%
Loss before income tax	(2,189,700)	(1,249,832)
Recovery of income taxes at applicable rates	(559,000)	(312,000)
Non-deductible (non-taxable) amounts	421,000	13,000
Change due to differences in tax rates	(12,000)	106,000
Change in non-recognized deferred tax assets	150,000	193,000
Income tax provision	-	-

Deferred income taxes arising from temporary differences in the recognition of income and expenses for financial reporting and tax purposes. The income tax benefit of the following tax assets has not been recorded in these financial statements because of the uncertainty of their recovery:

(Expressed in Canadian Dollars)

9. Income Taxes – (cont'd)

	Years ended December 31, 2013	2012
	$	$
Deferred income tax assets		
Share issue and reorganization costs	61,000	153,000
Capital losses	399,000	387,000
Operating loss carry-forwards	2,337,000	2,288,000
Other	1,299,000	1,258,000
Unrecognized deferred income tax assets	4,096,000	4,086,000

At December 31, 2013, the Company had accumulated capital losses of approximately $1,548,000 and non-capital losses totalling approximately $9,076,000 in Canada. The non-capital losses expire as follows:

Year ending December 31,	Total
	$
2015	355,000
2026	339,000
2028	1,813,000
2029	1,389,000
2030	2,206,000
2031	1,451,000
2032	1,052,000
2033	471,000
	9,076,000

10. Contingencies

Claim by a former director/consultant

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 $133,097 for unpaid fees and expenses. On November 27, 2013, the Company was served with the notice of the civil claim.

On January 10, 2014 a response was filed disputing the claim as the director/consultant was terminated for just cause. On January 10, 2014, the Company also filed a counterclaim seeking certain monetary returns from the claimant.

Siguiri Gold Mining Corp.

Pursuant to the letter received from legal counsel of Siguiri Gold Mining Corp. ("Siguiri") and Siguiri Mining Guinea Ltd. ("SMG") on November 5, 2013 regarding the sale of Guinean subsidiary Guinean Global Resources SA, the circumstances of which are described in Note 5, the Company has accrued a contingent liability of $180,000, representing probable repayment of the original $180,000 received from Siguiri.

11. Comparative Amounts

Certain comparative amounts have been reclassified to conform to the current year's consolidated financial statements presentation.

12. Events after Reporting Period

On March 14, 2014, the Company completed the transfer of ownership of Grupo Mineros del Caribe, S.A.S., its Colombian subsidiary, to Carlos Marin Arias, a citizen of Colombia.