SAMARANTA MINING CORPORATION

(An Exploration Stage Company)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Three Months Ended March 31, 2011

(Unaudited - expressed in Canadian dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not performed a review of these consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim consolidated financial statements by an entity's auditor.

SAMARANTA MINING CORPORATION
(An Exploration Stage Company)
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited – expressed in Canadian dollars)

	March 31, 2011	December 31, 2010	January 1, 2010
ASSETS	**$**	$	**$**
Current assets			
Cash	**626,915**	265,799	1,722
HST/GST receivable	**59,639**	45,144	-
Prepaid expenses	**25,138**	77,679	24,104
	711,692	388,622	25,826
Non-current assets			
Deposit on premises	**16,098**	16,098	-
Mining claims and deferred exploration costs (note 6)	**704,848**	566,099	-
Equipment (note 7)	**36,630**	30,683	37,999
Total assets	**1,469,268**	1,001,502	63,825
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	**1,076,430**	971,680	171,877
Due to related parties (note 8)	**20,000**	-	504,019
	1,096,430	971,680	675,896
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital (note 9)	**5,439,939**	4,653,787	1,940,818
Subscription received in advance	**-**	70,000	65,413
Contributed surplus	**61,848**	35,848	5,091
Deficit	**(5,109,009)**	(4,721,765)	(2,623,393)
Accumulated other comprehensive loss	**(19,940)**	(8,048)	-
Total equity	**372,838**	29,822	(612,071)
Total liabilities and equity	**1,469,268**	1,001,502	63,825

Basis of presentation – Note 2
Commitments (notes 6, 9, and 13)
Events after the reporting date (notes 1, 9 and 14)

APPROVED BY THE DIRECTORS:

______*"Gunther Roehlig"*__________ Director
Gunther Roehlig

_____*"Robert McMorran"*______ Director
Robert McMorran

The accompanying notes are an integral part of these statements

SAMARANTA MINING CORPORATION

(An Exploration Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Unaudited – expressed in Canadian dollars)

	Three months ended March 31,	
	2011	2010
	$	**$**
Operating expenses		
General and administrative		
Accounting and audit fees	**25,559**	9,500
Consulting fees	**53,975**	197,045
Depreciation	**2,257**	2,942
Legal fees	**35,783**	101,478
Management fees	**24,000**	41,519
Office and miscellaneous	**36,929**	20,232
Project generation	**50,001**	23,973
Rent	**32,282**	14,350
Stock-based compensation	**-**	3,217
Travel	**47,468**	13,321
Loss for the period before other items:	**(308,254)**	(427,577)
Other income (expenses)		
Fees associated with reorganization – (Note 1)	**(90,000)**	
Foreign currency gain	**11,010**	3,046
Net loss for the period	**(387,244)**	(424,531)
Other comprehensive loss		
Foreign exchange loss on translation of subsidiary	**(11,892)**	-
Total comprehensive loss for the period	**(399,136)**	(424,531)
Basic and diluted loss per share	**(0.004)**	(0.59)
Weighted average number of shares outstanding		
- Basic and diluted	**106,793,784**	721,883
Number of common shares as at March 31,		
- Fully paid and outstanding	**116,278,437**	60,519,411
- Potentially dilutive options and warrants outstanding	**2,319,620**	-

The accompanying notes are an integral part of these statements

SAMARANTA MINING CORPORATION

(An Exploration Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited – expressed in Canadian dollars)

	Three months ended March 31, 2011	2010
	$	**$**
Cash flows from (used in) operating activities		
Loss for the period	**(387,244)**	(424,531)
Add items not affecting cash:		
Depreciation	**2,257**	2,942
Shares issued in exchange for services	**40,437**	135,000
Stock-based compensation	**-**	3,217
	(344,550)	(283,372)
Changes in non-cash operating working capital related to operations:		
HST/GST receivable	**(14,495)**	(13,291)
Prepaid expenses	**52,541**	13,581
Accounts payable and accrued liabilities	**104,750**	41,839
Net cash used in operating activities	**(213,695)**	(241,243)
Cash flows used in investing activities		
Deferred exploration costs	**(138,749)**	(53,951)
Purchase of equipment	**(8,204)**	(3,200)
	(146,953)	(57,151)
Cash flows from (used in) financing activities		
Advances received from (paid to) a related party	**20,000**	(24,884)
Proceeds from issuance of shares, net of share issue expense	**701,764**	889,053
Subscription received in advance	**-**	(59,658)
	721,764	804,511
Foreign exchange on translation of subsidiary	**(11,892)**	-
Increase (decrease) in cash during the period	**361,116**	506,117
Cash - Beginning of period	**265,799**	1,722
Cash - End of period	**626,915**	507,839
Supplemental disclosure of cash flow information:		
Non-cash items excluded from investing and financing activities:		
Shares issued for settlement of related party debt	**-**	3,000
Warrants issued for share issue expense	**26,000**	-

The accompanying notes are an integral part of these statements

SAMARANTA MINING CORPORATION

(An Exploration Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)

(Unaudited – expressed in Canadian dollars)

	Common shares		Class A preference shares		Class C Super Voting shares		Subscription	Contributed Surplus	Deficit	Shareholders' Deficiency
	Number	Amount $	Number	Amount $	Number	Amount $	$	$	$	$
Balance, January 1, 2010	50,001	500	38,806,352	1,940,318	-	-	65,413	5,091	(2,623,393)	(612,071)
Issuance of shares										
For cash pursuant to private placements at $.05 per share	-	-	18,903,058	945,153	-	-	(59,658)	-	-	885,495
As consideration for services rendered	-	-	2,700,000	135,000	-	-	-	-	-	135,000
As settlement of debt to related parties	-	-	60,000	3,000	-	-	-	-	-	3,000
For cash to a related party	-	-	-	-	500,000	50	-		-	50
Share issue expense - cash	-	-	-	(56,150)	-	-	-	-	-	(56,150)
Conversion of preference shares to common shares at 1:1 ratio	60,469,410	2,967,321	(60,469,410)	(2,967,321)	-	-	-	-	-	-
Stock-based compensation expense	-	-	-	-	-	-	-	3,217	-	3,217
Net loss for the period	-	-	-	-	-	-	-	-	(424,531)	(424,531)
Balance, March 31, 2010	60,519,411	2,967,821	-	-	500,000	50	5,755	8,308	(3,047,924)	(65,990)

SAMARANTA MINING CORPORATION

(An Exploration Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited – expressed in Canadian dollars)

	Common shares		Class C Super Voting shares		Subscription Received In Advance	Contributed Surplus	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Shareholders' Equity (Deficiency)
	Number	$ Amount	Number	$ Amount	$	$	$	$	$
Balance, March 31, 2010	60,519,411	2,967,821	500,000	50	5,755	8,308	-	(3,047,924)	(65,990)
Issuance of shares									
For cash pursuant to private placements at $.05 per share	14,155,000	707,750	-	-		-	-	-	707,750
For cash pursuant to private placements at $.047 per share	12,759,957	599,718	-	-	-	-	-	-	599,718
As settlement of debt to related parties	10,400,000	520,000	-	-	-	-	-	-	520,000
Share issue expense - cash	-	(117,952)	-	-	-	-	-	-	(117,952)
Share issue expense - broker compensation warrants	-	(23,600)	-	-	-	23,600	-	-	-
Share subscription received in advance	-	-	-	-	64,245	-	-	-	64,245
Stock-based compensation	-	-	-	-	-	3,940		-	3,940
Comprehensive loss for the period							(8,048)		(8,048)
Net loss for the period								(1,673,841)	(1,673,841)
Balance, December 31, 2010	97,834,368	4,653,737	500,000	50	70,000	35,848	(8,048)	(4,721,765)	29,822
Issuance of shares for cash									
- at $.047 per share	16,235,319	763,060	-	-		-	-	-	763,060
- at $.05 per share	1,400,000	70,000	-	-	(70,000)	-	-	-	-
Shares issued for services	808,750	40,438	-	-	-	-	-	-	40,438
Comprehensive loss for the period							((11,892)		(11,892)
Net loss for the period	-	-	-	-	-	-		(387,244)	(387,244)
Share issue expense - cash	-	(61,296)	-	-	-	-	-	-	(61,296)
Share issue expense - broker compensation warrants	-	(26,000)	-	-	-	26,000	-	-	-
Shares cancelled			(500,000)	(50)					(50)
Balance, March 31, 2011	116,278,437	5,439,939	-	-	-	61,848	(19,940)	(5,109,009)	372,838

The accompanying notes are an integral part of these statements

SAMARANTA MINING CORPORATION
(An Exploration Stage Company)
Notes to the Condensed Consolidated Financial Statements
(Unaudited – expressed in Canadian dollars)
For the three months ended March 31, 2011

Note 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 in the exploration stage and currently has interests in mineral properties in Colombia. The Company's registered and records office is located at #400 - 999 Canada Place, Vancouver, B.C., V6C 3E2.

As at March 31, 2011 the Company was privately held but on May 20, 2011 the Company completed a reverse takeover transaction with Legion Resources Corp. , a publicly traded Canadian company, pursuant to which Legion and the Company agreed to merge the companies under the name "Samaranta Mining Corporation" or "Amalco". At that date Legion's shares ceased trading on the TSX Venture Exchange and trading in the shares of Amalco commenced. Pursuant to regulatory requirements although the Company was not publicly traded until May 20, 2011, financial statements were previously required to be filed for the years ended December 31, 2009 and December 31, 2010 and currently for the three months ended March 31, 2011, because the Company has now been continued as a publicly traded Company.

Note 2 Basis of preparation

a) Statement of Compliance
For fiscal years commencing on or after January 1, 2011, Canadian publicly accountable enterprises are required to prepare their financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. These financial statements have therefore been prepared using IFRS applicable to the preparation of interim financial statements. These include International Accounting Standard ("IAS") 34 "Interim Financial Reporting" and, as they are part of the Company's first IFRS annual reporting period, IFRS 1 "First-time Adoption of International Financial Reporting Standards" which require that comparative financial information be provided. As a result, the first date at which the Company has adopted IFRS was January 1, 2010 ("transition date").

As these condensed financial statements are the Company's first financial statements prepared using IFRS, certain disclosures that are required to be included in annual financial statements prepared in accordance with IFRS that were not included in the Company's most recent annual financial statements prepared in accordance with pre-changeover Canadian Generally Accepted Accounting Principles ("GAAP") have been included in these financial statements for the comparative annual period. However these condensed financial statements do not include all of the information required for full annual financial statements.

In addition any subsequent changes to IFRS, that are given effect in the Company's annual financial statements for the year ending December 31, 2011 could result in restatement of these condensed financial statements, including the transition adjustments recognized on change-over to IFRS.

Note 2 Basis of preparation – cont'd

These condensed consolidated financial statements should be read in conjunction with the Company's 2010 Canadian GAAP annual financial statements. The explanation of how the transition from pre-changeover Canadian GAAP to IFRS has affected the reported financial position, financial performance and cash flows of the Company is provided in Note 5.

The condensed financial statements were authorized for issue by Amalco's Board of Directors on June 27, 2011.

b) Basis of Consolidation
These consolidated financial statements include the accounts of the Company and its wholly owned Colombian subsidiary, Grupo Mineros del Caribe, S. A. S. ("Grupo") incorporated on April 19, 2010, under the laws of Colombia. The results of the subsidiary will continue to be included in the consolidated financial statements of the Company until the date that the Company's control over the subsidiary ceases. 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.

c) Basis of Measurement
The condensed consolidated financial statements have been prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities to fair value. The condensed 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 preparation of financial statements in accordance with IFRS requires the use of 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 or complexity, and the areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4 (f).

d) Going Concern of Operations
The Company has not generated significant revenue from operations. At March 31, 2011 it had cash of $626,915 and a working capital deficiency of $384,738 which is not considered to be sufficient to sustain operations over the foreseeable future. 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.

The recoverability of amounts shown for mineral properties and the Company's ability to continue as a going concern are 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.

Note 3 Accounting standards issued but not yet effective

The following new standard and amendments have not been early adopted in these interim financial statements. The Company is currently assessing the impact that these amendments and standard will have on the Company's future results and financial position:

Amendments to IFRS 7 "Financial Instruments: Disclosures"
This amendment increases the disclosure required regarding the transfer of financial assets that result in derecognition. This amendment is effective for annual periods beginning on or after July 1, 2011.

New standard IFRS 9 "Financial Instruments"
This new standard is a partial replacement of International Accounting Standards ("IAS") 39 "Financial Instruments: Recognition and Measurement". IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. This new standard is effective for annual periods beginning on or after January 1, 2013.

New standard IFRS 10 "Consolidated Financial Statements"
This standard supercedes IAS 27, "Consolidated and Separate Financial Statements", and establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This standard is effective for annual periods beginning on or after January 1, 2013 with earlier adoption permitted.

New standard IFRS 11 "Joint Arrangements"
This standard supercedes IAS 31 "Interests in Joint Ventures" and SIC-13 "Jointly Controlled Entities-Non-monetary Contributions by Venturers", and establishes principles for financial reporting by parties to a joint arrangement. This standard is effective for annual periods beginning on or after January 1, 2013 with earlier adoption permitted.

New standard IFRS 12 "Disclosure of Interest in Other Entities"
This is a new standard which applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. This standard is effective for annual periods beginning on or after January 1, 2013 with earlier adoption permitted.

Amendment to IAS 12 "Income Taxes"
IAS 12 requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. The amendment provides further guidance in this area by stating that recovery of the carrying amount will, normally, be through sale. This change is effective for annual periods beginning on or after January 1, 2012.

Note 4 Significant accounting policies

The accounting policies set out below were expected to be adopted for the year ending December 31, 2011 and have been applied consistently to all periods presented in these condensed interim financial statements and in preparing the opening IFRS balance sheet at January 1, 2010 for the purposes of the transition to IFRS, unless otherwise indicated.

a) Exploration and evaluation expenditures and impairment

The Company defers all expenditures related to its mineral properties until such time as the properties are put into commercial production, considered to be impaired, sold or abandoned. Costs of producing properties will be amortized on a unit of production basis and costs of abandoned properties are written-off. Proceeds received from the sale of interests in mineral properties are credited against the carrying value of the mineral property. Write-downs due to impairment in value are charged to operations.

Management reviews the carrying value of its mineral properties for indication of impairment whenever events and circumstances indicate an impairment may have occurred and will recognize impairment in value based upon the stage of exploration and/or development, work programs proposed, current exploration results and upon management's assessment of the future probability of profitable revenues from each property, or from the sale of the relevant property. Management's assessment of a property's estimated current fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review. The amounts shown as mining claims and deferred exploration costs represent costs incurred to date less amounts amortized and/or written-off, and do not necessarily represent present or future values.

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 that 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. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitment to a plan of action based on the then known facts.

Exploration costs that are not attributable to a specific property are charged to operations.
Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and regulatory requirements.

Note 4 Significant accounting policies – cont'd

b) Equipment

Equipment is valued at cost, being the purchase price and directly attributable cost of acquisition and consists of office furniture and equipment and computer equipment. Depreciation is recognized in profit or loss and is computed using the declining-balance method at rates varying from 20% to 30%.

c) Foreign currency

The Canadian parent's functional currency is the Canadian dollar. The Colombian subsidiary's functional currency is the Colombian peso. Monetary items denominated in a foreign currency are translated into Canadian dollars at exchange rates prevailing at the balance sheet date and non-monetary items are translated at exchange rates prevailing when the assets were acquired or obligations incurred. Foreign currency denominated expense items are translated at exchange rates prevailing at the transaction date. Gains or losses arising from the translations are included in operations.

The translation of foreign operation financial statements at each balance sheet date for consolidation purposes is translated as follows: assets and liabilities are translated at the closing rate at the date of that balance sheet; income and expenses are translated at exchange rates at the dates of the transactions; and all resulting exchange differences are recognized as other comprehensive income ("OCI"). On the disposal of an entity's entire interest in a foreign operation the cumulative amount of the exchange differences deferred in the accumulated OCI relating to that foreign operation are recognized in profit or loss when the gain or loss on disposal is recognized.

d) Financial Instruments

The Company classifies its financial instruments in the following categories: held-for-trading at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets and financial liabilities at amortized cost. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition. All financial instruments are initially recognized at fair value.

The Company has classified its cash as held-for-trading, which is measured at fair value. Accounts payable and accrued liabilities and due to related party are classified as other financial liabilities which are measured at amortized cost. The Company held neither available-for-sale nor held-to-maturity instruments during the period.

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Note 4 Significant accounting policies – cont'd

d) Financial Instruments – cont'd

Where the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using valuation techniques, including the discounted cash flow method.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and that the Company intends to hold to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses. 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. Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The Company does not have any derivative financial assets and liabilities.

d) Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Note 4 Significant accounting policies – cont'd

e) Deferred income tax

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 carryforward 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.

f) Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the date of the financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities in future periods.

Management considers the areas currently requiring a significant degree of estimation and assumption to be the carrying value of and title to exploration and evaluation assets and fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets and liabilities.

Management's determination of the Company's key management personnel is considered to be a critical accounting judgment for the current period.

g) Rehabilitation Provision

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 March 31, 2011, the Company does not have a rehabilitation provision.

Note 4 Significant accounting policies – cont'd

h) 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.

i) Flow-Through Shares

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability ("flow-through tax liability") and included in accounts payables and accrued liabilities. Upon renouncement by the Company of the tax benefits associated with the related expenditures, a deferred tax liability is recognized and the flow-through tax liability will be reversed. To the extent that suitable deferred tax assets are available, the Company will reduce the deferred tax liability and record a deferred tax recovery.

j) 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 earnings or loss per share is computed by dividing the net income or loss applicable to common shares during the relevant period by the sum of the weighted average number of common shares issued and outstanding and all additional shares that would have been outstanding if potentially dilutive instruments were converted where the inclusion of these would not be anti-dilutive.

k) Share-based payments

When stock options are awarded to employees, the fair value of the options at the date of grant is recorded as a charge to operations over the vesting period. When stock options are awarded to non-employees they are recorded at the fair value of the goods or services received as a charge to operations unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction to share capital. When the value of goods or services received in exchange cannot be reliably estimated, the fair value is measured by use of a valuation model on each vesting date.

All equity settled share based payments are reflected in contributed surplus until exercised. Upon exercise the amount recorded in contributed surplus is credited to share capital and adjusted for any consideration paid. The fair value of stock options is estimated using the Black-Scholes option pricing model.

Note 5 First Time Adoption of International Financial Reporting Standards

The Company's financial statements for the year ending December 31, 2011 are the first annual financial statements that will be prepared in accordance with IFRS. IFRS 1, "First Time Adoption of International Financial Reporting Standards", requires that comparative financial information be provided. As a result, the first date at which the Company has adopted IFRS was January 1, 2010 ("transition date").

IFRS 1 requires first-time adopters to retrospectively apply all effective IFRS standards as of the reporting date which for the Company will be December 31, 2011. However it also provides for certain exceptions for first time IFRS adoption. In preparing the Company's opening IFRS financial statements, the Company has adjusted amounts reported previously in the financial statements prepared in accordance with pre-changeover Canadian GAAP.

The IFRS 1 applicable exemptions and exceptions applied in the conversion from pre-changeover Canadian GAAP to IFRS are as follows:

i. Business combinations
The Company elected not to retrospectively apply IFRS 3 "Business Combinations" to any business combinations that may have occurred prior to its transition date.

ii. Share-based payment transactions
The Company elected not to retrospectively apply IFRS 2 to equity instruments that were granted and had vested before the transition date.

iii. Derecognition of financial assets and liabilities
The Company has applied the derecognition requirements in IAS 39 Financial Instruments: Recognition and Measuremet prospectively from the transition date. As a result any non-derivative financial assets or non-derivative financial liabilities derecognized prior to transition date in accordance with pre-changeover Canadian GAAP have not been reviewed for compliance with IAS 39.

Reconciliations of pre-changeover Canadian GAAP Mining claims and deferred exploration costs and accumulated comprehensive loss to IFRS

Under pre-conversion Canadian GAAP, the Company considered its Colombian subsidiary to be an integrated foreign operation and as such the financial statements of the subsidiary were translated using the temporal method. Under this method, monetary items of the Colombian subsidiary were translated into Canadian dollars at exchange rates prevailing at the balance sheet date, non-monetary items were translated at exchange rates prevailing when the assets were acquired or obligations incurred, and revenue and expense items were translated at exchange rates prevailing at the transaction date. Gains or losses arising from the translation were included in operations.

Note 5 First Time Adoption of International Financial Reporting Standards – cont'd

Under IFRS the translation of foreign operation financial statements at each balance sheet date for consolidation purposes is translated as follows: assets and liabilities are translated at the closing rate at the date of that balance sheet; income and expenses are translated at exchange rates at the dates of the transactions; and all resulting exchange differences are recognized as OCI. These adjustments were non-cash accounting adjustments which also resulted in a decrease of $8,048 to each of total assets, total equity and total liabilities and equity from those amounts previously reflected at December 31, 2010.

The reconciliations of mining claims and deferred exploration costs, accumulated other comprehensive loss, total assets, total equity and total liabilities and equity as previously reported under pre-changeover Canadian GAAP to the amounts now reported under IFRS are as follows:

	December 31 2010	March 31 2010	January 1 2010
	$	$	$
Total mining claims and deferred exploration costs under Canadian GAAP	574,147	53,951	-
Adjustment – foreign currency arising from translation	(8,048)	-	-
Total mining claims and deferred exploration costs under IFRS	566,099	53,951	-

	December 31 2010	March 31 2010	January 1 2010
	$	$	$
Total accumulated OCI under Canadian GAAP	-	-	-
Adjustment – foreign currency arising from translation	(8,048)	-	-
Total accumulated OCI under IFRS	(8,048)	-	-

	Pre-Conversion Canadian GAAP amount at December 31, 2010	Foreign Currency adjustment arising from translation	Restated IFRS amount at December 31, 2010
	$	$	$
Total assets	1,009,550	(8,048)	1,001,502
Total equity	37,870	(8,048)	29,822
Total liabilities and equity	1,009,550	(8,048)	1,001,502

Note 6 Mining claims and deferred exploration costs

Colombian Properties	Small Frontino	Manila 2 property	Other property prospects	Guadalupe property	Magui property	Total
	$	$	$	$	$	$
Balance at January 1, 2010	-	-	-	-	-	-
Land and option payments	126,952	-	-	188,645	-	315,597
Deferred exploration expenditures						
Assaying	-	-	-	7,267	-	7,267
Geological consulting	-	15,028	37,160	105,535	67,416	225,139
Equipment	-	-	9,774	14,718	-	24,492
Field work and office expenses	-	-	3,149	8,607	-	11,756
Fuel, lube, and parts	-	-	-	3,048	-	3,048
General labour	-	-	1,969	9,289	-	11,258
Travel and accommodation	-	902	4,973	29,083	-	34,958
	-	15,930	57,025	177,547	67,416	317,918
Write-off of mining claims	-	-	-	-	(67,416)	(67,416)
Balance at December 31, 2010	126,952	15,930	57,025	366,192	-	566,099
Land and option payments	35,442	-	-	98,850	-	134,292
Deferred exploration expenditures	-	-	1,680	2,777	-	4,457
Balance at March 31, 2011	162,394	15,930	58,705	467,819	-	704,848

a) Guadalupe, Colombia mineral property

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 of US$700,000 (US$260,000 paid at March 31, 2011)
- surface rental and environmental insurance policy payment of $14,204 (COP$26,988,526) (paid).

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 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. The agreement also contains a US$500,000 penalty provision for any default therein, subject to a force majeure exception.

Note 6 Mining claims and deferred exploration costs – cont'd

a) Guadalupe, Colombia mineral property– cont'd

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% net smelter royalty ("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 inscription 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) Magui, Colombia mineral property

Pursuant to an agreement dated June 16, 2009, as amended March 4, 2010, the Company agreed to acquire 75% of two private Colombian companies that collectively owned or had rights to three mineral claims that covered in total approximately 3,555 hectares in Colombia in exchange for cash payments of $50,000 (COP 100,000,000) and incurring US$5,000,000 in exploration expenditures. During the year ended December 31, 2010, the agreement was terminated and costs incurred to date of $ 67,416 were written down to nil.

c) Manila 2, Colombia mineral property

Pursuant to a mining concessions assignment agreement dated May 31, 2010, the Company has 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$104,500 due on future as yet unspecified Colombian regulatory approval dates. The Manila 2 property is subject to a variable 1% to 4% NSR on all non-alluvial production, with actual NSR rates dependent upon the US$ price of gold.

The alluvial mining extraction rights relating to the Manila 2 property remain with the vendor, subject to a variable 1% to 4% NSR in favour of the Company with actual NSR rates dependent upon the US$ price of gold.

Note 6 Mining claims and deferred exploration costs – cont'd

d) Smaller Frontino mineral property claims

Pursuant to a dispute settlement agreement dated December 3, 2010, the Company agreed with the disputing party to:

- pay cash of US$50,000 (paid) as final settlement of an administrative and office lease agreement;
- assign all of the Company's rights or interests to acquire three mining concessions known as the Manila 3, Manila 4 and San Miguel properties, each located in Colombia, to the other party;
- not to compete with the other party for the acquisition of other mineral concessions located in Colombia known as the Frontino Norte property; and
- to accept assignment of all rights and obligations associated with five mineral concessions located in Colombia known as the Small Frontino properties.

In January 2011, the Company renegotiated the terms of the agreement such that it agreed to acquire two of the Small Frontino properties in exchange for cash of US$135,000 (US$45,000 paid, US$45,000 due on each of two future regulatory approval dates) and it terminated its obligations with respect to the remaining three concessions in exchange for a cash payment of US$33,000. The Company capitalized $135,000 of the above settlement costs to mining claims.

Frontino operations contract

The Company has entered into a four-year exclusive management contract pursuant to which it was granted the right to develop and implement a sustainable management plan and to manage the Smaller Frontino mineral properties in exchange for a variable 5% to 10% production fee. This contract will commence only if and when the legal ownership of the property has been established to the benefit of the contractor.

SAMARANTA MINING CORPORATION
(An Exploration Stage Company)
Notes to the Condensed Consolidated Financial Statements
(Unaudited – expressed in Canadian dollars)
For the three months ended March 31, 2011

Note 7 Equipment

Equipment consists of the following:

	Furniture	Computer Equipment	Total
Cost:	$	$	$
Balance at December 31, 2010	1,252	47,063	48,315
Additions	6,829	1,375	8,204
Balance at March 31, 2011	8,081	48,438	56,519
Accumulated depreciation:			
Balance at December 31, 2010	350	17,282	17,632
Depreciation for the period	46	2,211	2,257
Balance at March 31, 2011	396	19,493	19,889
Net book value:			
December 31, 2010	902	29,781	30,683
March 31, 2011	7,685	28,946	36,630

	Furniture	Computer Equipment	Total
Cost:	$	$	$
Balance at January 1, 2010	1,252	42,613	43,865
Additions	-	4,450	4,450
Balance at December 31, 2010	1,252	47,063	48,315
Accumulated depreciation:			
Balance at January 1, 2010	125	5,741	5,866
Depreciation for the period	225	12,541	12,766
Balance at December 31, 2010	350	17,282	17,632
Net book value:			
January 1, 2010	1,127	36,872	37,999
December 31, 2010	902	29,781	30,683

Note 8 Related party transactions

During the years ended December 31, the Company incurred charges to directors and officers, former directors and officers of the Company or companies controlled by these individuals as follows:

	Three month ended March 31, 2011	2010
	$	$
Accounting	40,937	-
Consulting	-	197,045
Management fees to key management	24,000	41,519
Office rent	-	14,350
	64,937	252,914

These expenditures were measured by the value of services provided, which is the amount agreed upon by the transacting parties. Other than these fees there were no other transactions with related parties or other compensation paid or payable to key management for employee services.

The amount due to related parties at March 31, 2011 of $20,000 is comprised of accounting fees payable to a company owned by a director.

Note 9 Share Capital

a) Authorized

Unlimited common shares without par value
Unlimited Class B non-voting preference shares without par value
Unlimited Class C Super Voting shares without par value

b) Class A preference shares issued

On January 30, 2010, the Company issued 2,500,000 shares valued at $0.05 per share under the terms of a consulting agreement dated January 30, 2010.

On February 10, 2010, the Company issued 200,000 shares at $0.05 per share under the terms of a settlement and release agreement for certain consulting services provided to the Company. Under the terms of the agreement, the Company also committed to pay US$100,000 once the Company receives financing of up to $3,500,000. As of December 31, 2010, the Company has paid US$25,000 pursuant to this agreement.

Note 9 Share Capital – cont'd

b) Class A preference shares issued - cont'd

On February 24, 2010, the Company completed a non-brokered private placement of 18,295,398 shares at $0.05 per share for gross proceeds of $914,770. In conjunction with this private placement, $56,150 was paid for finder's fees and transaction costs.

On March 1, 2010, the Company completed a non-brokered private placement of 607,660 shares at $0.05 per share for gross proceeds of $30,383 and issued 60,000 shares valued at $0.05 per share for certain consulting services.

On March 31, 2010, all Class A preference shares were converted to common shares on the basis of one common share for each Class A preference share held. 60,469,410 issued and fully paid Class A preference shares became 60,469,410 fully paid common shares. Thereafter, the authorized share structure of the Company was amended to eliminate the Class A preference shares.

c) Common shares issued:

During the year ended December 31, 2010, the Company completed the following non-brokered private placements, each share issued at $0.05 per share:

April 14, 2010 – Issued 4,385,000 shares for gross proceeds of $219,250 and 1,750,000 shares for gross proceeds of $87,500

April 23, 2010 – Issued 7,800,000 shares for gross proceeds of $390,000

June 11, 2010 – Issued 220,000 shares for gross proceeds of $11,000

The Company paid cash of $21,925, $8,750, $39,000 and nil respectively for finder's fees relating to these placements.

On October 1, 2010, the Company completed a non-brokered private placement of 12,759,957 common shares at $0.047 per share for gross proceeds of $599,718. In conjunction with the private placement, 1,020,795 finder's warrants were issued exercisable at a price of $0.05 per common share with an expiry of October 1, 2011. Stock-based compensation of $23,600 arising from the issue of these compensation warrants has been charged to share issue costs and credited to contributed surplus.

Note 9 Share capital – cont'd

c) Common shares issued: - cont'd

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

Risk-free interest rate	2.35%
Expected life	1 year
Expected volatility	103%
Expected dividends	$nil

On October 8, 2010, the Company entered into two shares-for-debt agreements in which 10,400,000 common shares valued at $0.05 per share were issued to related parties in exchange for settlement of $520,000 in debt.

On July 1, 2010, the Company agreed to a marketing and communications agreement in which it committed to issue a total of 508,750 common shares valued at $0.05 per share in exchange for certain services rendered in connection with marketing and communication. These shares were issued on February 11, 2011 in exchange for consulting services provided and recorded in the 2011 fiscal year.

On February 11, 2011, the Company issued 1,400,000 common shares at $0.05 per share in a private placement for which funds had been received in 2010 and the Company entered into a shares-for-debt agreement in which 300,000 common shares valued at $0.05 per share were issued to a related party in exchange for legal services of $15,000.

On February 17, 2011, the Company completed a private placement of 16,235,319 common shares at $0.047 per share for gross proceeds of $763,060. In connection with the private placement, finder's fees were paid consisting of cash of $61,045 and 1,298,825 share purchase warrants. Each warrant is exercisable at a price of $0.05 per common share with an expiry of February 17, 2012. Stock-based compensation of $26,000 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 units granted, the following assumptions were used for the Black-Scholes model:

Risk-free interest rate	2.35%
Expected life	1 year
Expected volatility	103%
Expected dividends	$nil

On May 20, 2011 the common shares were exchanged on a 6.5:1 basis for common shares of Amalco.

Note 9 Share capital – cont'd

d) Class C Super Voting shares issued

On March 29, 2010, 500,000 Class C Super Voting shares were issued to a related party for cash consideration of $50. On May 20, 2011 all of the Class C Super Voting shares were redeemed for $50.

Note 10 Segmented information

The Company operates in one reportable operating segment, being the exploration and evaluation of mineral properties for development. Geographical information is as follows:

	Three months ended March 31, 2011		
	Canada	Colombia	Total
Net loss for the period	$ (318,585)	$ (68,659)	$ (387,244)
Current assets	$ 616,301	$ 95,391	$ 711,692
Mining claims and deferred exploration costs	$ -	$ 704,848	$ 704,848
Total Assets	$ 660,534	$ 808,734	$ 1,469,268

	Three months ended March 31, 2010		
	Canada	Colombia	Total
Net loss	$ (424,531)	$ -	$ (424,531)
Current assets	$ 531,654	$ -	$ 531,654
Mining claims and deferred exploration costs	$ -	$ 53,951	$ 53,951
Total Assets	$ 569,911	$ 53,951	$ 623,862

Note 11 Management of capital risk

The Company's capital structure consists of shareholders' equity which is comprised of share capital net of accumulated deficit. The Company's immediate objective is focused on facilitating a successful amalgamation with Legion which it believes will help to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the exploration of mineral properties. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of capital and the exploration of its mineral properties, the Company prepares annual expenditure budgets which are updated as necessary and are reviewed and periodically approved by the Company's Board of Directors. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of mineral properties.

All of the Company's financial liabilities and receivables have contractual maturities of less than 90 days and are subject to normal trade terms. Current working capital deficiency of the Company at March 31, 2011 is $384,738.

The Company is dependent on capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets, by the status of the Company's projects in relation to these markets and by its ability to compete for investor support of its projects. The Company is not subject to externally imposed capital requirements other than disclosed above.

Note 12 Financial Instruments

(a) Classification of financial instruments

The Company's financial instruments consist of cash, deposit on premises, accounts payable and accrued liabilities, and due to related parties. Cash is measured at fair value. Deposit and accounts payable and accrued liabilities are measured at their amortized cost, which approximates their fair value due to their short-term nature. The Company has classified the fair value of the financial assets according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

- Level 1 – Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Values based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – Values based on prices or valuation techniques that are not based on observable market data.

Note 12 Financial instruments

(b) Fair Value Disclosure

The fair value of cash is measured at Level 2 of the fair value hierarchy. The carrying value of deposit, accounts payable and accrued liabilities and due to related parties approximates their fair value because of the short-term nature of these instruments. A discussion of risks associated with financial assets and liabilities is detailed below:

(c) Currency risk

A portion of the Company's financial assets and liabilities is denominated in foreign currencies giving rise to risks from changes in foreign exchange rates. The Company is exposed to currency exchange rate risks to the extent of its activities in Canada and Colombia including amounts to be paid with respect to mineral property agreements.

The Company does not use derivative financial instruments to reduce its foreign exchange exposure; however, the Company maintains a significant portion of its cash in Canadian dollars. The amount of the Company's US dollar financial instruments, based on notional amounts, was as follows:

	US Dollar at March 31,	
	2011	2010
Cash on deposit	$ 4,000	$ 36,000
Accounts payable and accrued liabilities	(441,000)	(30,000)
	$ (437,000)	$ 6,000

Future changes in exchange rates could have a material effect on the Company's business, financial condition and results of operations.

(d) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its commercial obligations. The majority of the Company's cash is held through a major Canadian chartered bank, and accordingly, the Company's maximum exposure to credit risk is the carrying amount of its financial assets.

(e) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss is limited because at present the Company holds all of its surplus cash in an interest bearing account with no other interest bearing financial assets or liabilities.

Note 12 Financial instruments – cont'd

(f) Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The Company manages liquidity risk through the management of its capital structure, as outlined in Note 11 of these consolidated financial statements. Accounts payable and accrued liabilities are due within the current operating period.

Note 13 Commitments

Santa Lucia, Colombia mineral property

The Santa Lucia mineral property is currently the subject of a mining lease contract bid covering an area of approximately 691 hectares in Segovia, Colombia, the lease contract for which is currently pending the completion of a technical study by the regional mining office. On July 15, 2010, the Company agreed to purchase all rights and interests to the Santa Lucia mineral property lease contract if the bid is accepted in exchange for cash payments of US$450,000 payable as follows:

- US$50,000 at date of acceptance of application
- US$150,000 payable within 30 days of signing of the lease contract
- US$150,000 payable 30 days after filing of assignment of the Company's mining rights
- US$100,000 payable upon registering of title.

The Santa Lucia property is subject to a variable 1% to 4% NSR on all non-alluvial production, with actual NSR rates dependent upon the US$ price of gold.

Office rental agreement

Effective August 1, 2010, the Company entered into a two-year office rental agreement pursuant to which the following amounts are expected to be paid for office rent and related expenses:

	Amount **$**
2011	81,369
2012	63,287

Note 14 Event after the reporting date

On May 20, 2011 after completion of the merger with Legion, Amalco undertook a brokered private placement of 10,000,000 units issued at $0.35 per unit for gross proceeds of $3,500,000, each unit comprised of one common share and one-half common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share at $0.50 per share until expiry on May 20, 2013.