(Formerly Mantis Mineral Corp.)

(AN EXPLORATION STAGE COMPANY)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2014

(UNAUDITED-PREPARED BY MANAGEMENT)

(EXPRESSED IN CANADIAN DOLLARS)

NOTICE TO READER

These unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements have not been reviewed by the Company's external auditors. This notice is being provided in accordance with National Instrument 51-102 Continuous Disclosure Obligations.

GONWANA OIL CORP. (FORMERLY MANTIS MINERAL CORP.)
(AN EXPLORATION STAGE COMPANY)

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited- prepared by management)

As at	Note	March 31 2014	December 31 2013 (audited)
		$	$
ASSETS			
Current assets:			
Cash		59,145	468,577
Prepaid and sundry receivables		21,873	2,010
Loan receivable		-	100,000
Investments		44,883	-
Total current assets		125,901	570,587
Non-current assets:			
Equipment		4,821	-
Total non-current assets		4,821	-
Total assets		130,722	570,587
Liabilities and Equity			
Current liabilities:			
Accounts payable and accrued liabilities		473,143	74,550
		473,143	74,550
Equity:			
Share Capital		2,405,226	2,001
Proceeds received in advance for special warrants to be issued		-	2,533,400
Shares to be issued		50,000	-
Warrant reserve		1,079,321	-
Contributed surplus		610,321	532,000
Deficit		(4,457,505)	(2,541,580)
Equity deficiency attributable to owners of the parent		(312,637)	525,821
Equity deficiency attributable to non-controlling interest		(29,784)	(29,784)
		(342,421)	496,037
		130,722	570,587

Nature of Operations and Going Concern (Note 1)

The accompanying notes are integral to these unaudited condensed interim consolidated financial statements

GONDWANA OIL CORP. (FORMERLY MANTIS MINERAL CORP.)
(AN EXPLORATION STAGE COMPANY)
Condensed Interim Consolidated Statement of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

(Unaudited- prepared by management)

	Three month period ended March 31, 2014
	$
EXPENSES	
Consulting fees	666,614
Investor relations	373,454
Management	72,866
Shareholder communications	50,106
General and office administration	40,846
Legal and audit	26,270
Insurance	18,711
Fees	14,211
Amortization	245
Total Expenses	1,263,323
Net loss before the undernoted	(1,263,323)
Unrealized losses	(21,667)
Reverse takeover costs	(85,753)
	(1,370,743)
Net loss and comprehensive loss for the period	(1,370,743)
Weighted average number of outstanding common shares	752,652,225
Loss per common share	(0.002)

The accompanying notes are integral to these unaudited condensed interim consolidated financial statements

GONDWANA OIL CORP. (FORMERLY MANTIS MINERAL CORP.)
(AN EXPLORATION STAGE COMPANY)
Condensed Interim Consolidated Statement of Changes in Equity

(Expressed in Canadian Dollars)

(Unaudited- prepared by management)

	Number of shares outstanding	Share Capital	Contributed Surplus	Warrant values	Shares to be issued	Deficit	Total Equity(deficiency) attributable to Gondwana Oil Corp.	Non-controlling interest	Total Equity
	#	$	$	$	$	$	$	$	$
Balance at December 31, 2013	**111,564,115**	**29,502,521**	**2,610,987**	**-**	**-**	**(32,658,690)**	**(545,182)**	**-**	**(545,182)**
Elimination of share capital of Mantis Mineral Corp.	-	(29,502,521)	(2,610,987)	-	-	32,658,690	545,182	-	545,182
Shares issued to effect RTO	945,972,201	2,664,240	-	1,065,621	-	(2,541,580)	1,188,281	-	1,188,281
Shares issue costs attributable to the shares issued to effect the RTO	-	-	-	-	-	(425,157)	(425,157)	-	(425,157)
Conversion of debt	29,190,248	150,185	-	-	-	-	150,185	-	150,185
Value of net liabilities assumed on RTO (note 1(a))	-	-	-	-	-	(545,182)	(545,182)	-	(545,182)
Value of stock options assumed on RTO	-	-	615,049	-	-	-	615,049	-	615,049
Value on non-controlling interest assumd on RTO	-	-	-	-	-	-	-	(29,784)	(29,784)
Shares to be issued	10,000,000	-	-	-	50,000	-	50,000	-	50,000
Exercise of stock options	1,000,000	9,728	(4,728)	-	-	-	5,000	-	5,000
Exercise of compensation options	3,986,000	19,930	-	-	-	-	19,930	-	19,930
Black-Scholes value of compensation warrants attributable to compensation options exercised	-	(13,700)	-	13,700	-	-	-	-	-
Net loss for the period	-	-	-	-	-	(1,370,743)	(1,370,743)	-	(1,370,743)
Balance at March 31, 2014	**1,101,712,564**	**2,830,383**	**610,321**	**1,079,321**	**50,000**	**(4,882,662)**	**(312,637)**	**(29,784)**	**(342,421)**

The accompanying notes are integral to these unaudited condensed interim consolidated financial statements

GONDWANA OIL CORP. (FORMERLY MANTIS MINERAL CORP.)
(AN EXPLORATION STAGE COMPANY)
Condensed Interim Consolidated Statement of Cash Flow
(Expressed in Canadian Dollars)
(**Prepared by management – unaudited)**

	March 31 2014
	$
CASH (USED IN) PROVIDED BY :	
Operating Activities	
Net loss and comprehensive loss for the period	(1,370,743)
Adjustment for :	
Reverse takeover costs	85,753
Amortization	245
Unrealized losses	21,667
Net change in non-cash working capital	
Changes in operating assets and operating liabilities:	
Increase(decrease) in accounts payable and accrued liabilities	9,413
Cash flows from operating activities	(1,253,665)
Financing Activities	
Proceeds received from Special Warrants and stock conversions	1,269,390
Share issue costs	(425,157)
Cash flows from financing activities	844,233
Net change in cash and cash equivalents	(409,432)
Cash and cash equivalents, beginning of period	468,577
Cash and cash equivalents, end of period	59,145

NON-CASH INVESTING ACTIVITIES

Common shares issued on settlement of debt	150,185

The accompanying notes are integral to these unaudited condensed interim consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

a) History of the entity

Reverse takeover transaction ("RTO")

On December 23, 2013 Mantis Mineral Corp. ("Mantis") and Gondwana Energy Crop. ("Gondwana Energy") entered into an agreement for a business combination for the two companies. On January 31, 2014, all the required approvals had been received and the reverse takeover transaction became effective on February 24, 2014 (date of filings for the required documentation). As the former shareholders of Gondwana Energy controlled more than 50% of the Company, the acquisition constituted a reverse takeover transaction. The transaction has been accounted for under IFRS 3, Business Combinations, as a reverse acquisition where the Company is the legal acquirer and the accounting acquiree. As a result of the reverse acquisition, the consolidated financial statements represent the continuation of the financial statements of Gondwana Energy, except for its capital structure. As part of the transaction all of the common shares outstanding for the two companies were exchanged to form Gondwana Oil Corp. ("Gondwana Oil"). Under the terms of the agreement, each Gondwana Energy and Mantis common share was exchanged for one common share of Gondwana Oil. On amalgamation, the existing shareholders of Mantis received 140,754,363 common shares and Gondwana Energy received 945,972,201 common shares. In addition, the existing 2,450,000 stock options for Mantis and the 112,500,000 stock options for Gondwana Energy were exchanged for the equivalent amount of stock options of Gondwana Oil having the same terms and conditions.

The identified assets and liabilities below are a result of management's best estimates and assumptions after taking into account all relevant information available. All financial assets acquired and financial liabilities assumed were recorded at fair value in the table below.

Subsequent to the reverse takeover, the company changed its name from Mantis Mineral Corp. ("Mantis") to Gondwana Oil Corp. (CSE:GO).

The assets and liabilities of Mantis acquired in the RTO, at estimated fair values, were as follows:

Cash and cash equivalents	$ 55,981
Marketable securities	$ 66,550
Other assets	$ 24,980
Accounts payable	$ (692,693)
Net liability assumed	**$ 545,182**

b) Nature of operations

Gondwana Oil Corp. is in the exploration stage and is engaged principally in the identification, acquisition and development of petroleum and natural gas licenses in the Republic of Ghana. The address of the head office is at 148 Yorkville Avenue, Toronto, Ontario. M5R 1C2.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2014 the Company has not generated any revenues from operations, has a working capital deficit of $347,242 and has an accumulated deficit of $4,882,662 attributable to the owners of the parent.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to acquire, explore and develop future oil and gas properties as well as funding ongoing administration expenses by issuance of share capital or through joint ventures. Ultimately the Company must achieve future profitable production or realize proceeds from the disposition of potential oil and gas properties. There can be no assurance that management's future financing actions will be successful. Management is not able to assess the likelihood or timing of improvements in the equity markets for raising capital for future acquisitions or expenditures. These uncertainties represent a liquidity risk and impact the Company's ability to continue as a going concern in the future.

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

b) Nature of operations (continued)

These consolidated financial statements do not reflect the adjustments that would be necessary if the going concern assumptions were not appropriate. If the going concern basis was not appropriate, then adjustments would be necessary to the carrying value of the assets, the reported revenues and expenses, and the statement of financial position classifications used.

These consolidated financial statements of the Company for the three month period ended March 31, 2014 were authorized for issuance by the board of Directors of the Company on May 29, 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), effective for the Company's reporting for the period for the three months ended March 31, 2014.

b) Basis of presentation

The interim condensed unaudited consolidated financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company.

i) Use of estimates and judgements

The preparation of the interim condensed unaudited consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are as follows:

ii) Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets or liabilities recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Basis of presentation (continued)

iii) Share-based payments

Management determines costs for share-based payments using the Black-Scholes option pricing model. The fair value of the market-based and performance-based share awards are determined at the date of grant and incorporates certain input assumption's including the future volatility of the stock price, expected dividend yield, and expected life. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

iv) Comparative figures

As a result of the reverse takeover acquisition, the interim consolidated financial statements represent the continuation of the financial statements of Gondwana Energy which was incorporated on September 6, 2013. Accordingly the statement of financial position is compared to December 31, 2013 balances, and the statements of loss and comprehensive loss, changes in equity and cash flows do not have comparative figures that existed for the three months ended March 31, 2013.

c) Principles of Consolidation

The consolidated financial statements include the accounts of Gondwana Oil Corp. (the "Company") and it's wholly owned subsidiaries Mantis Explorations Inc., Mantis Explorations Ltd., Avenue Bancorp Ltd., and University Avenue Management Ltd. In addition the Company owns a 70% interest in Miura Petroleum Limited. On consolidation, all intercompany transactions and balances have been eliminated

d) Business Combinations

Business combinations are accounted for using the acquisition method of accounting. The cost of an acquisition is measured as cash paid and the fair value of other assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The acquired identifiable assets and liabilities assumed, including contingent liabilities, are measured at their fair values at the date of acquisition. Associated transaction costs are expensed when incurred.

e) Financial Instruments

Financial assets:

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value.

Financial assets are classified into the following categories: financial assets 'at fair value through profit or loss' ["FVTPL"], 'held-to-maturity investments', 'available-for-sale' financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Financial Instruments (continued)

Financial liabilities:

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Other financial liabilities:

Other financial liabilities including borrowings are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or [where appropriate] to the net carrying amount on initial recognition.

De-recognition of financial liabilities:
The Company derecognizes financial liabilities when the obligations are discharged, cancelled or expired.

The Company's financial instruments consist of the following:

Financial assets:		Classification:
Cash Prepaid and sundry receivables		FVTPL Receivables
Financial liabilities:		Classification:
Accounts payable and accrued liabilities		Other financial liabilities
Loan payable		Other financial liabilities

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts or loan receivable, where the carrying amount is reduced through the use of an allowance account. When an accounts or loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Financial Instruments (continued)

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices [unadjusted] in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly [i.e. as prices] or indirectly [i.e. derived from prices]; and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data [unobservable inputs]. As of March 31, 2014, cash was classified as Level 1 on the consolidated balance sheet.

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at March 31, 2014:

	Financial assets at fair value as at March 31, 2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash	$ 59,145	$ -	$ -	$ 59,145
Prepaid and sundry receivables	$ 21,873	$ -	$ -	$ 21,873

f) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. In addition, long-lived assets that are not amortized are subject to an annual impairment assessment. The Company has assessed its assets and has determined that there is no impairment of its non-financial assets.

g) Exploration and Evaluation Assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, or (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of oil and gas resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to the oil and gas property and development assets within property, plant and equipment. Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Decommissioning Liabilities

The Company provides for the costs of decommissioning associated with long-lived assets, including the abandonment of oil and natural gas wells, related facilities, compressors, gas plants, removal of equipment from leased acreage and returning such land in a condition as it is contractually obligated. The best estimate of decommissioning liabilities is recorded in the period a well or related asset is drilled and evaluated, constructed or acquired. The decommissioning liabilities is measured in the consolidated statement of financial position at the fair value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. A corresponding amount is capitalized as part of property, plant and equipment. Any further adjustment arising from a reassessment of estimated cost of the decommissioning liabilities also has a corresponding amount capitalized, whilst the charge arising from the accretion of the discount applied to the decommissioning liabilities is treated as a component of finance costs in the consolidated statement of loss and comprehensive loss. Management has not identified any legal or expected decommissioning liability as at March 31, 2014.

i) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The Company had no material provisions at March 31, 2014.

j) Share based payment transactions

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

k) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Income taxes (continued)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

l) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all options outstanding that may add to the total number of common shares.

m) New IFRS Pronouncements

The following IFRS pronouncements have been issued by the IASB as at March 31, 2014 but are not yet effective. The Company does not plan to early adopt any of these new or amended standards and interpretations and is currently assessing the impact of these new or amended standards and interpretations. Certain other new standards and interpretations have been issued but are not shown as they are not expected to have a material impact on the Company's financial statements.

a) IFRS 2,"Share-based Payment". Issued in December 2013, amendments were made to the definitions of 'vesting conditions' and 'market conditions' and the definitions of 'performance condition' and 'service condition' were added. A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service.
The amendments are to be prospectively applied to share-based payment transactions for which the grant date is on or after 1 July 2014.

(b) IFRS 3, "Business combinations". The amendments to IFRS 3, issued in December 2013, clarify the accounting for contingent consideration in a business combination. At each reporting period, an entity measures contingent consideration classified as an asset or a financial liability at fair value, with changes in fair value recognized in profit or loss. The amendments are effective for business combinations for which the acquisition date is on or after July 1, 2014.

(c) IFRS 9, "Financial instruments". In November 2013, IFRS 9 was amended with significant changes to hedge accounting. In addition, an entity can now apply the "own credit requirement" in isolation without the need to change any other accounting for financial instruments. The standard is effective for annual periods beginning on or after January 1, 2018.

(d) IFRS 13, "Fair value measurement". The amendments to IFRS 13, issued in December 2013, clarify that companies that use the "portfolio exception" apply it to all contracts within the scope of IFRS 9 Financial instruments or IAS 39 Financial instruments: Recognition and measurement, regardless of whether they meet the definitions of financial assets or financial liabilities in IAS 32 Financial instruments: Presentation. The amendments are effective for annual periods beginning on or after July 1, 2014.

(e) IAS 24, "Related party disclosures". The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) New IFRS Pronouncements (continued)

(f) IAS 36, "Impairment of Assets". Issued in May 2013, the amendment limits disclosure requirements to the recoverable amounts of an impaired CGU when the carrying value is based on fair value less cost to sell. The amendments are to be applied retrospectively for annual periods beginning on or after January 1, 2014.

(g) IFRIC 21, "Levies". IFRIC 21 Levies, issued in May 2013, provides guidance on the accounting for levies within the scope of IAS 37 Provisions, contingent liabilities and contingent assets. The main features of IFRIC 21 are as follows:

- The obligating event that gives rise to a liability to pay a levy is the activity that triggers the payment of the levy, as identified by the legislation; and
- The liability to pay a levy is recognized progressively if the obligating event occurs over a period of time.

The standard is effective for annual periods beginning on or after January 1, 2014.

3. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company considers its capital to be equity, comprising share capital, reserves and deficit which at March 31, 2014 totalled a deficit $312,637 attributable to the owners of the parent. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, and acquire or dispose of assets to adjust the amount of cash and cash equivalents.

4. PROPERTY AND FINANCIAL RISK FACTORS

The Company is exposed to property risk and a variety of financial risks: credit risk, liquidity risk and market risk [including interest rate and foreign exchange rate risks] as explained below. Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(a) Property risk

The Company has no development properties at March 31, 2014. If no major development properties are acquired by the Company, this could have a material adverse effect on the Company's financial condition and results of operations.

(b) Financial risk

Credit risk

The Company's credit risk is primarily attributable to cash and prepaid expenses. The Company has no significant concentration of credit risk arising from operations. Cash has been invested with reputable financial institutions, from which management believes the risk of loss to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at March 31, 2014, the Company had cash of $59,145 to settle current liabilities of $473,143. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

4. PROPERTY AND FINANCIAL RISK FACTORS (continued)

Market risk

(i) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its banks.

(ii) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

(c) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve month period:

(i) Cash is subject to floating interest rates. The Company has no variable debt and receives low interest rates on its cash balances. As such, the Company does not have significant interest rate risk.

5. SUNDRY RECEIVABLES

Sundry receivables at March 31, 2014 of comprise of amounts receivable for common shares issued of $2,001 and $ 19,872 for Harmonized Sales Tax.

6. CASH AND MARKETABLE SECURITIES

(a) Cash and cash equivalents

The cash and cash equivalents are comprised as follows:

	March 31, 2014
	$
Cash	44,145
Cashable Term Deposit	15,000
Total	**59,145**

The Term Deposit is held as security by the Company’s bankers against the corporate credit card, which has a revolving balance.

7. EQUIPMENT

			March 31 2014	
	Cost	Accumulated Amortization		Net
Furniture and fixtures	$ 13,471	12,108	$	1,363
Computer Equipment	39,843	38,552		1,291
Mining Equipment	14,082	11,915		2,167
	$67,396	**62,575**	**$**	**4,821**

8. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares

(b) Issued

(i) Private Placement

Gondwana issued 745,972,200 Special Warrants at $0.005 per Special Warrant to raise aggregate gross proceeds of $3,729,861. Each Special Warrant is exercisable, for no additional consideration, to acquire one Gondwana Unit, consisting of one Gondwana Share and one Gondwana warrant exercisable for a period of five years from the closing date of the Private Placement into one Gondwana Share.

Eligible registrants are to receive a cash commission up to 7% of the gross proceeds they raise in connection with the Private Placement as well as Compensation Options entitling them to acquire such number of units as is up to 7% of the aggregate number of Special Warrants they sell in the Private Placement. Each such Compensation Option entitles the holder to acquire one Gondwana Unit at a price of 0.005 for a period of five years. The Gondwana Unit consists of one common share and one warrant. The actual amount of fees payable and Compensation Options on this offering have yet to be determined. The Company has paid out $125,157 for commissions and $300,000 in additional financing fees which were charged directly to deficit.

(ii) On March 10, 2014, 1,000,000 options were exercised at $0.005 per common share for total proceeds of $5,000.

(iii) On March 20, 2014 - 3,300,000 compensation units and on March 26, 2014 – 686,000 compensation units were exercised at $0.005 per unit, with the issuance of 3,986,000 common shares.

(iv) Debts owing to two arms length creditors were settled by an amount of $ 150,199 by the issuance of 29,190,248 common shares.

(v) $50,000 was received for 10,000,000 shares to be issued.

8. SHARE CAPITAL

(b) Issued (continued)

(i) Private Placement

	Note	Number of shares	Amount
		#	$
Balance, December 31, 2013		**111,564,115**	**29,502,521**
Elimination of share capital of Mantis Mineral Corp. on RTO		-	(29,502,521)
Shares issued to effect RTO	(i)	945,972,201	2,664,240
Issued on exercise of options - Cash	(ii)	1,000,000	5,000
- Black Scholes Value			4,728
Issued on exercise of compensation options - Cash	(iii)	3,986,000	19,930
- Black Scholes Value			(13,700)
Issued on conversion of debt	(iv)	29,190,248	150,185
Shares to be issued	(v)	10,000,000	50,000
Balance, March 31, 2014		**1,101,712,564**	**2,880,383**

(c) Warrants

(i) Warrants were issued on the conversion of the Special Warrants into the common shares of Gondwana Oil Corp amounting to 745,972,200 warrants.

(ii) On March 20, 2014 - 3,300,000 compensation units and on March 26, 2014 - 686,000 compensation units were exercised at $0.005 per unit which resulted in the issuance of 3,986,000 warrants.

No warrants were exercised in this period.

8. SHARE CAPITAL

(c) Warrants (continued)

	Number of warrants	Weighted Average Exercise Price
	March 31	March 31
	2014	2014
	#	$
Outstanding,beginning of period	-	-
Granted during period	749,958,200	0.05
Cancelled or expired during period	-	-
Outstanding,end of period	749,958,200	0.05

Expiry date quarter ended	Exercise price	Number of warrants outstanding and exercisable	Black Scholes value
	$		$
February-19	0.05	745,972,200	1,065,621
March-19	0.05	3,986,000	13,700
Balance, March 31, 2014		749,958,200	1,079,321

The warrants are valued using the Black-Scholes option pricing model with the following assumptions:
Term - 5 years; Volatility – 138%; Interest rate – 1.63%

(d) Stock options

Pursuant to the Gondwana Plan, Gondwana may grant incentive stock options to directors, officers, employees and consultants of Gondwana or any subsidiary thereof. The number of Gondwana Shares reserved for issuance under the Gondwana Plan shall not exceed 10% of the total number of Gondwana Shares issued and outstanding from time to time. The purpose of the Gondwana Plan is to attract, retain and motivate directors, officers, employees and other service providers of Gondwana by providing them with the opportunity, through Gondwana Options, to acquire a proprietary interest in Gondwana and benefit from its growth. The Gondwana Options granted under the Gondwana Plan are non-assignable and may be granted for a term not exceeding five years.

8. SHARE CAPITAL (continued

(c) Stock options (continued)

Gondwana Options may be granted under the Gondwana Plan only to directors, officers, employees and other service providers subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Gondwana Shares may be listed or may trade from time to time. The number of Gondwana Shares reserved for issue to any one person pursuant to the Gondwana Plan within any one year period may not exceed 5% of the issued and outstanding Gondwana Shares. The maximum number of Gondwana Shares which may be reserved for issuance to insiders under the Gondwana Plan, any other employer stock option plans or options for services, shall be 10% of the total number of Gondwana Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of Gondwana Options which may be granted to any one consultant under the Gondwana Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the total number of Gondwana Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of Gondwana Options which may be granted to investor relations persons under the Gondwana Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed, in the aggregate, 2% of the total number of Gondwana Shares issued and outstanding at the time of the grant (on a non-diluted basis.The exercise price of Gondwana Options issued under the Gondwana Plan may not be less than the fair market value of the Gondwana Shares at the time the option is granted, subject to any discounts permitted by applicable legislative and regulatory requirements.

The Company applies the fair value method of accounting for all stock-based compensation awards.

The following table summarizes information about stock options outstanding and exercisable at March 31, 2014:

	March 31, 2014	
	Number of options outstanding	Weighted Average Exercise Price
		$
Outstanding, beginning of period	112,500,000	0.005
Effective RTO options	2,450,000	0.05
Exercised during the period	(1,000,000)	0.005
Expired during the period	(2,100,000)	(0.05)
Outstanding, end of year	111,850,000	0.005

Weighted Average Remaining Contractual Life	**Fair Value of Options**	**Number of options and exercisable options**	**Exercise price**	**Expiry Date**
Years	**$**	**#**	**$**	
0.58	8,718	250,000	0.05	October 26,2014
1.50	1,100	100,000	0.05	October 4,2015
4.67	527,272	111,500,000	0.005	November 18,2018
2.25	537,090	111,850,000	0.005	

1,000,000 stock options were exercised during the period for $0.005 per option.
2,100,000 stock options from the RTO expired during the period.

9. LOSS PER COMMON SHARE

Loss per common share has been calculated based on the weighted average number of common shares outstanding during the period of 752,652,225 shares. Fully diluted loss per common share has not been provided for the period ended March 31, 2014 as the effect would be anti–dilutive.

10. COMMITMENTS

Contracts

On March 14, 2014, the amalgamated entity entered three contracts as follows:

(a) A consulting contract with the Chairman and President for services for $5,000 per month payable in cash or in equal value of common shares, subject to a four month regulatory hold and regulatory approval. The valuation of the common shares is based on the five day volume weighted average price as calculated on the Canadian Securities Exchange for the five trading days immediately preceding the applicable month end of the amalgamated entity. The term of the contract is for a period of a year renewable with the agreement of the parties.
(b) A settlement agreement with the former Chairman and Chief Executive Officer ("the Executive") to repay the outstanding shareholder's loan of $266,879, beginning monthly at the option of the Executive. The payment of any or all of the loan may be paid in cash or equal value of common shares, subject to a four month regulatory hold and regulatory approval.
(c) A consulting contract for $10,000 per month payable in equal value of common shares, subject to a four month regulatory hold and regulatory approval.

11. RELATED PARTY TRANSACTIONS

(a) Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The Company incurred the following related party expenses during the period ended March 31, 2014.

Included in accounts payable is an amount of $267,065 owing to the former Chief Executive Officer of the Company for wages earned in prior years.

These transactions are in the normal course of operations and are measured at the exchange amounts, which are the amounts of consideration established and agreed to by the parties.

(b) In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key management of the Company was as follows:

	Three months ended March 31, 2014
	$
Salary (i)	26,606
Consulting fees (ii)	27,510

(i) Former Chairman and Chief Executive Officer
(ii) Chief Financial Officer

12. SUBSEQUENT EVENTS

Other

The Ministry of Energy and Petroleum of Ghana issued a press release ("The Announcement") dated April 10, 2014 in connection with the activities of the Company's 70% held subsidiary, Miura Petroleum Limited. The Announcement made allegations with respect to the authenticity of certain documentation issued by the Ministry in connection with Miura's application for the Offshore Cape Three Point South block. Based on the facts that the Company was not given prior notification of the matters relating to The Announcement, which is not in line with the usual protocol expected in these matters, and that the Ministry has removed the announcement from its website, appears to be constructive. The Company anticipates further confirmations from the Ministry regarding the overall status of such application. Subsequently the Ministry re-instated the notice dated April 10, 2014. Negotiations are continuing with regard to the re-instatement of the application for the license.