CORDOBA MINERALS CORP.

(formerly Wesgold Minerals Inc.)

(An Exploration Stage Company)

CONDENSED INTERIM FINANCIAL STATEMENTS

NINE MONTHS ENDED JANUARY 31, 2013

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 of the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed the unaudited condensed interim financial statements for the nine months ended January 31, 2013. These financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

CORDOBA MINERALS CORP. (formerly Wesgold Minerals Inc.)
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at:	**January 31, 2013**	**April 30, 2012**
	(Unaudited)	(Audited)
ASSETS		
Current assets		
Cash and cash equivalents	$ 3,258,914	$ 1,337,889
Other receivables	22,673	40,890
Due from related parties (Note 10)	3,750	1,579
Prepaid expenses and deposits (Notes 6 and 10)	416,083	194,917
	3,701,420	1,575,275
Non-current assets		
Property and equipment (Notes 5 and 10)	18,288	16,550
Exploration and evaluation assets (Note 6)	4,642,901	4,631,048
	4,661,189	4,647,598
TOTAL ASSETS	**$ 8,362,609**	**$ 6,222,873**
LIABILITIES and SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 17,534	$ 74,559
Due to related parties (Note 10)	37,575	88,942
	55,109	163,501
Shareholders' equity		
Share capital (Note 8)	10,364,992	7,457,635
Other equity reserves (Note 8)	2,663,995	1,612,398
Deficit	(4,721,487)	(3,010,661)
	8,307,500	6,059,372
TOTAL LIABILITIES and SHAREHOLDERS' EQUITY	**$ 8,362,609**	**$ 6,222,873**

Nature of operations and continuance of operations (Note 1)

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS ON DECEMBER 21, 2012:

"Simon Ridgway", Director
Simon Ridgway

"Peter Thiersch", Director
Peter Thiersch

See accompanying notes to the condensed interim financial statements

CORDOBA MINERALS CORP. (formerly Wesgold Minerals Inc.)

(An Exploration Stage Company)

CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (UNAUDITED)

(Expressed in Canadian Dollars)

	Three months ended January 31, 2013	Three months ended January 31, 2012	Nine months ended January 31, 2013	Nine months ended January 31, 2012
EXPLORATION EXPENDITURES (Note 7)	$ 301,258	$ 9,204	$ 961,420	$ 53,639
GENERAL AND ADMINISTRATIVE EXPENSES				
Amortization	770	-	2,040	-
Finance costs	-	-	-	200,000
Interest	-	22,395	-	56,860
Management fees (Note 10)	25,500	7,500	76,500	22,500
Office and administration (Note 10)	35,769	16,047	91,089	31,253
Professional fees	7,103	600	38,233	30,733
Property investigation	17,887	-	21,895	9,488
Regulatory fees (Note 10)	6,059	4,113	13,442	12,324
Salaries and benefits (Note 10)	35,072	24,203	90,690	69,808
Shareholder communications (Note 10)	21,490	10,118	52,828	18,476
Share-based payments (Note 9)	-	2,647	325,679	26,436
Travel (Note 10)	23,117	30,687	40,915	46,478
	172,767	118,310	753,311	524,356
Loss before other items	(474,025)	(127,514)	(1,714,731)	(577,995)
OTHER ITEMS				
Interest and other income	3,235	-	3,235	-
Foreign exchange gain (loss)	(6,310)	4,138	670	3,733
Write-off of exploration and evaluation assets	-	-	-	(191,000)
Net loss and comprehensive loss for the period	**$ (477,100)**	**$ (123,376)**	**$ (1,710,826)**	**$ (765,262)**
Loss per share, basic and diluted	$(0.02)	$(0.01)	$(0.09)	$(0.11)
Weighted average number of common shares outstanding	21,363,026	8,734,658	18,937,011	6,784,886

See accompanying notes to the condensed interim financial statements

CORDOBA MINERALS CORP. (formerly Wesgold Minerals Inc.)
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)
For the nine month periods ended January 31, 2013 and 2012
(Expressed in Canadian Dollars)

	Number of common shares	Share capital	Warrants reserve	Share-based compensation reserve	Equity portion of convertible debenture reserve	Deficit	Total
Balance, April 30, 2011	5,810,000	$ 893,528	$ 26,469	$ 164,408	$ -	$ (755,541)	$ 328,864
Loss for the period	-	-	-	-	-	(765,262)	(765,262)
Convertible debentures equity component	-	-	-	-	71,429	-	71,429
Shares issued for convertible debentures	4,255,318	2,000,000	-	-	(71,429)	-	1,928,571
Shares issued for finance charges	200,000	200,000	-	-	-	-	200,000
Exercise of share purchase warrants	1,815	545	-	-	-	-	545
Share-based payments	-	-	-	26,436	-	-	26,436
Balance, January 31, 2012	**10,267,133**	**$ 3,094,073**	**$ 26,469**	**$ 190,844**	**$ -**	**$ (1,520,803)**	**$ 1,790,583**
Loss for the period	-	-	-	-	-	(1,489,858)	(1,489,858)
Shares issued for private placements	7,042,292	4,366,785	914,934	-	-	-	5,281,719
Shares issued for finance charges	400,000	300,000	-	-	-	-	300,000
Share issuance costs	-	(303,559)	80,487	-	-	-	(223,072)
Warrants issued for property acquisition	-	-	400,000	-	-	-	400,000
Transfer of other equity reserve on exercise of warrants	-	336	(336)	-	-	-	-
Balance, April 30, 2012	17,709,425	$ 7,457,635	$ 1,421,554	$ 190,844	$ -	$ (3,010,661)	$ 6,059,372
Loss for the period	-	-	-	-	-	(1,710,826)	(1,710,826)
Shares issued for private placements	8,371,112	3,072,197	694,803	-	-	-	3,767,000
Share issuance costs	-	(233,329)	65,248	-	-	-	(168,081)
Exercise of share purchase warrants	141,185	42,356	-	-	-	-	42,356
Repurchase of stock options	-	-	-	(8,000)	-	-	(8,000)
Transfer of other equity reserve on exercise of warrants	-	26,133	(26,133)	-	-	-	-
Share-based payments	-	-	-	325,679	-	-	325,679
Balance, January 31, 2013	**26,221,722**	**$ 10,364,992**	**$ 2,155,472**	**$ 508,523**	**$ -**	**$ (4,721,487)**	**$ 8,307,500**

See accompanying notes to the condensed interim financial statements

CORDOBA MINERALS CORP. (formerly Wesgold Minerals Inc.)
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED)
(Expressed in Canadian Dollars)

	Three months ended January 31, 2013	2012	Nine months ended January 31, 2013	2012
Cash provided by (used in):				
OPERATING ACTIVITIES				
Net loss for the period	$ (477,100)	$ (123,376)	$ (1,710,826)	$ (765,262)
Items not involving cash:				
Share-based payments	-	2,647	325,679	26,436
Write-off of exploration and evaluation assets	-	-	-	191,000
Finance costs	-	7,973	-	210,000
Amortization	770	-	2,040	-
Changes in non-cash working capital balances:				
Other receivables	(17,149)	7,185	18,217	20,286
Due from related parties	1,875	3,316	(2,171)	(619)
Prepaid expenses and deposits	(276,928)	9,457	(221,166)	19,712
Accounts payable and accrued liabilities	(8,124)	(42,026)	(57,025)	16,565
Due to related parties	(25,602)	32,769	(51,367)	61,730
	(802,258)	(102,055)	(1,696,619)	(220,152)
FINANCING ACTIVITIES				
Issuance of shares for cash, net	3,598,919	545	3,641,275	545
Repurchase of stock options	(8,000)	-	(8,000)	-
Proceeds from loans	-	-	-	1,000,000
Convertible debentures	-	-	-	1,990,000
	3,590,919	545	3,633,275	2,990,545
INVESTING ACTIVITIES				
Loan receivable	-	-	-	(2,000,000)
Deferred acquisition costs	-	(537,914)	-	(655,673)
Purchase of property and equipment	(3,778)	-	(3,778)	-
Exploration and evaluation assets	-	-	(11,853)	-
	(3,778)	(537,914)	(15,631)	(2,655,673)
Net inflow (outflow) of cash	**2,784,883**	**(639,424)**	**1,921,025**	**114,720**
Cash and cash equivalents, beginning of period	474,031	870,228	1,337,889	116,084
Cash and cash equivalents, end of period	**$ 3,258,914**	**$ 230,804**	**$ 3,258,914**	**$ 230,804**

Supplemental disclosure with respect to cash flows (Note 14)

See accompanying notes to the condensed interim financial statements

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Cordoba Minerals Corp., formerly called Wesgold Minerals Inc., (the "Company") was incorporated under the *Business Corporations Act* of British Columbia on October 20, 2009. The Company's principal business activities are directed towards the acquisition and exploration of mineral properties.

The address of the Company's corporate office and principal place of business is #650 – 200 Burrard Street, Vancouver, BC, Canada V6C 3L6.

These condensed interim financial statements have been presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Realization values may be substantially different from the carrying values shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At January 31, 2013, the Company had no revenue producing operations, has an accumulated deficit of $4,721,487 since inception and is expected to incur further losses in the development of its business and fulfilling required exploration expenditure commitments (Note 6), all of which may cast substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due and ultimately to generate future profitable operations. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB") on a basis consistent with the significant accounting policies disclosed in note 3 of audited financial statements of the Company for the year ended April 30, 2012. The condensed interim financial statements do not include all of the information required for full annual financial statements.

Basis of Measurement

These condensed interim financial statements have been prepared on the historical cost basis.

The condensed interim financial statements are presented in Canadian dollars, which is also the Company's functional currency.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

3. STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

The following new standards and interpretations have been issued by the IASB, but are not yet effective:

IFRS 9 Financial Instruments

IFRS 9 is part of the IASB's wider project to replace 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. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for the Company beginning on May 1, 2015. The Company is in the process of evaluating the impact of the new standard.

IFRS 10 Consolidated Financial Statements

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 *Consolidation - Special Purpose Entities* and parts of IAS 27 *Consolidated and Separate Financial Statements.* The Company is yet to assess the full impact of IFRS 10 and intends to adopt the standard beginning on May 1, 2013.

IFRS 11 Joint Arrangements

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities - Non-monetary Contributions by Venturers*. The Company is yet to assess the full impact of IFRS 11 and intends to adopt the standard beginning on May 1, 2013.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off-balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The Company is yet to assess the full impact of IFRS 12 and intends to adopt the standard beginning on May 1, 2013.

IFRS 13 Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. The Company is yet to assess the full impact of IFRS 13 and intends to adopt the standard beginning on May 1, 2013.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

The key areas of judgment applied in the preparation of the financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

i) The determination of the Company's functional currency;

ii) The recoverability of other receivables and prepaid expenses and deposits;

iii) The carrying value of the investment in exploration and evaluation costs and the recoverability of the carrying value;

iv) The inputs and probabilities used in accounting for the fair value of share-based payment transactions;

v) The inputs in determining the bifurcation of unit offerings into the different equity components; and

vi) The inputs in determining the bifurcation of convertible debenture instruments into its liability and equity components.

The key estimate applied in the preparation of the financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

i) The provision for income taxes and recognition of deferred income tax assets and liabilities.

(Expressed in Canadian Dollars)

5. PROPERTY AND EQUIPMENT

	Leasehold improvements	Computer equipment	Total
Cost			
Balance, April 30, 2011	$ -	$ -	$ -
Additions	15,282	2,433	17,715
Balance, April 30, 2012	15,282	2,433	17,715
Additions	3,778	-	3,778
Balance, January 31, 2013	**$ 19,060**	**$ 2,433**	**$ 21,493**
Accumulated amortization			
Balance, April 30, 2011	$ -	$ -	$ -
Charge for period	800	365	1,165
Balance, April 30, 2012	800	365	1,165
Charge for period	1,575	465	2,040
Balance, January 31, 2013	**$ 2,375**	**$ 830**	**$ 3,205**
Carrying amounts			
At April 30, 2011	$ -	$ -	$ -
At April 30, 2012	$ 14,482	$ 2,068	$ 16,550
At January 31, 2013	**$ 16,685**	**$ 1,603**	**$ 18,288**

6. EXPLORATION AND EVALUATION ASSETS

The Company has capitalized the following acquisition costs of its mineral property interests during the period from May 1, 2011 to January 31, 2013:

	Colombia	Yukon, Canada	
	Cordoba Property	Snowcap Property	Total
Balance, April 30, 2011	$ -	$ 191,000	$ 191,000
Acquisition costs - cash	4,231,048	-	4,231,048
Acquisition costs - warrants	400,000	-	400,000
Write-off of acquisition costs	-	(191,000)	(191,000)
Balance, April 30, 2012	4,631,048	-	4,631,048
Acquisition costs - cash	11,853	-	11,853
Balance, January 31, 2013	**$ 4,642,901**	**$ -**	**$ 4,642,901**

6. EXPLORATION AND EVALUATION ASSETS *(cont'd…)*

Cordoba Property – Colombia

Pursuant to an agreement signed in June 2011 and re-stated in July 2011, the Company acquired from Minatura International LLC ("Minatura") an initial 11% interest in a Colombian mineral property known as the Cordoba Property, in consideration of the payment to Minatura of $2,030,000 cash and forgiveness of a $2,000,000 loan (for a total cash cost of $4,030,000) plus warrants to purchase up to 5,000,000 shares of the Company exercisable until September 30, 2015 at $0.40 per share with a fair value of $400,000. Pursuant to a further agreement with Minatura signed in March 2012, the Company has the option to increase its ownership to a 51% interest. The Cordoba Property consists of eight granted mining concessions, one pending concession agreement, and seven concession applications covering approximately 26,000 hectares in the Department of Cordoba, Colombia, 200km north of the city of Medellin.

Option Agreement

The Company has the option (the "Option") to acquire an additional 40% interest (for a total of 51%) by making expenditures on the Property and cash payments to Minatura, the deadlines for which are based on the issuance of certain drilling permits for the Property (the "Drilling Permits"). The Drilling Permits were issued on January 11, 2013. The terms of the Option are:

i) The Company may exercise the Option by expending $15,000,000 on exploration of the Property no later than September 30, 2015, of which $5,000,000 is a firm commitment which must be incurred no later than January 10, 2014; and

ii) Upon the Company incurring the $5,000,000 of exploration expenditures and agreeing to continue with the Option, the Company must pay $2,000,000 cash to Minatura. As well, the 5,000,000 warrants held by Minatura become exercisable.

iii) If the Company acquires the 51% interest, Minatura will have a one-time right to sell its remaining 49% interest in the Cordoba Property to the Company in consideration for such number of shares in the Company that will equal 57.5% of the fully diluted capital of the Company at that time. The issuance of these shares would be subject to approval by the Company's shareholders.

iv) If the sale of the remaining 49% interest to the Company is not completed within 120 days after Minatura has agreed to sell such interest, Minatura will have a one-time right to purchase a 2% interest from the Company for $1,000, resulting in the Company holding a 49% interest and Minatura holding a 51% interest in the Cordoba Property.

During the nine month period ended January 31, 2013, the Company has recorded additional acquisition costs totalling $11,853 in relation to the Cordoba Property agreement.

As of January 31, 2013, the Company has incurred a total of $2,046,221 of its $5,000,000 commitment in exploration expenditures on the Cordoba Property.

As of January 31, 2013, the Company's prepaid expenses and deposits include an amount of $267,001 advanced to Minatura for exploration expenditures to be incurred.

(Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS *(cont'd…)*

Snowcap Property – Yukon Territory, Canada

By an agreement dated November 6, 2009, as amended April 30, 2010 and September 16, 2010, the Company was granted an option by Radius Gold Inc. ("Radius") to earn a 60% interest in Radius' 100% owned Snowcap Property, which consists of 198 mineral claims in central Yukon Territory.

In September 2011, prior to the next scheduled issuance of common shares, the Company terminated the option agreement as it decided to shift its exploration efforts to Colombia and wrote-off its acquisition costs totaling $191,000 during the year ended April 30, 2012. The Company had issued 600,000 common shares to Radius as at the date the option agreement was terminated.

7. EXPLORATION EXPENDITURES

During the nine month period ended January 31, 2013, the Company incurred the following exploration expenditures, which were expensed as incurred:

	Colombia Cordoba Property
Assaying	$ 56,148
Contractors	7,735
Field expenses	225,185
Geological fees	297,384
Geophysics	45,529
Salaries and wages	198,138
Transportation and accommodation	131,301
Total	**$ 961,420**

During the nine month period ended January 31, 2012, the Company incurred the following exploration expenditures, which were expensed as incurred:

	Colombia Cordoba Property	Yukon, Canada Snowcap Property	Total
Field expenses	$ 523	$ 23,891	$ 24,414
Geological fees	27,668	227	27,895
Mapping	1,330	-	1,330
Total	**$ 29,521**	**$ 24,118**	**$ 53,639**

8. SHARE CAPITAL AND RESERVES

(a) Common Shares

The Company is authorized to issue an unlimited number of common shares without par value.

Activity for the nine months ended January 31, 2013:

i) On December 20, 2012 the Company closed the first tranche of a private placement of 7,208,890 units at $0.45 per unit for gross proceeds of $3,244,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share at a price of $0.50 until December 19, 2014. The proceeds of the private placement have been bifurcated using the relative fair value method resulting in $2,650,087 recorded as share capital and $593,913 recorded as warrant reserve. The relative fair value of each warrant issued in the private placement has been estimated as of the date of the issuance using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 1.13%, dividend yield of 0%, volatility of 73% and expected life of two years.

   Finders' fees associated with the private placement and recorded as share issuance costs consisted of $11,700 cash, 273,333 units (consisting of one common share and one-half of one common share purchase warrant) and 299,333 share purchase warrants. Each warrant entitles the holder thereof to purchase one common share at a price of $0.50 until December 19, 2014. The value of the 273,333 units issued has been bifurcated using the relative fair value method resulting in $100,481 recorded as share capital and $22,519 recorded as warrant reserve. The fair value of the 299,333 warrants was calculated to be $60,375, using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 1.13%, dividend yield of 0%, volatility of 73% and expected life of two years.

ii) On January 21, 2012 the Company closed the second tranche of a private placement of 888,889 units at $0.45 per unit for gross proceeds of $400,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share at a price of $0.50 until January 20, 2015. The proceeds of the private placement have been bifurcated using the relative fair value method resulting in $321,629 recorded as share capital and $78,371 recorded as warrant reserve. The relative fair value of each warrant issued in the private placement has been estimated as of the date of the issuance using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 1.19%, dividend yield of 0%, volatility of 72% and expected life of two years.

   Finders' fees associated with the private placement and recorded as share issuance costs consisted of $10,000 cash and 22,222 share purchase warrants. Each warrant entitles the holder thereof to purchase one common share at a price of $0.50 until January 20, 2015. The fair value of the 22,222 warrants was calculated to be $4,873, using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 1.19%, dividend yield of 0%, volatility of 72% and expected life of two years.

iii) 141,185 share purchase warrants were exercised for gross proceeds of $42,356. The Company reallocated the fair value of these share purchase warrants previously recorded in the amount of $26,133 from other equity reserve to share capital.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES *(cont'd…)*

(a) Common Shares *(cont'd…)*

Escrow Shares

At January 31, 2013, the Company had 305,455 (April 30, 2012: 458,182) shares held in escrow. The shares are being released from escrow every six months with each subsequent release of 15% amounting to 152,727 shares.

(b) Share Purchase Warrants

A summary of share purchase warrants activity for the period from May 1, 2011 to January 31, 2013 is as follows:

	Number of warrants	**Weighted average exercise price**
Balance, on April 30, 2011	143,000	$0.30
Issued	8,777,481	$0.66
Exercised	(1,815)	$0.30
Balance, on April 30, 2012	8,918,666	$0.65
Issued	4,507,107	$0.50
Exercised	(141,185)	$0.30
Balance, January 31, 2013	**13,284,588**	**$0.43**

Details of share purchase warrants outstanding as of January 31, 2013 are:

Expiry Date	**Number of warrants**	**Exercise price**
(1) March 15, 2014	1,200,000	$0.50
March 15, 2014	131,250	$1.00
(1) April 10, 2014	1,056,597	$0.50
April 10, 2014	1,389,634	$1.00
December 19, 2014	4,040,441	$0.50
January 20, 2015	466,666	$0.50
(2) September 30, 2015	5,000,000	$0.40
	13,284,588	

(1) The exercise price of these warrants was amended on February 14, 2013 from a price of $1.00 per share to $0.50 per share.

(2) The expiry date for these warrants issued pursuant to the Cordoba Property Option Agreement was fixed at September 30, 2015 due to the issuance of the Drilling Permits on January 11, 2013. These warrants become exercisable when certain conditions of the Cordoba Property Option agreement are met (Note 6). As of January 31, 2013, these warrants were not exercisable.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES *(cont'd…)*

(c) Nature and Purpose of Equity and Reserves

The reserves recorded in equity on the Company's statements of financial position include "Other equity reserve".

Other equity reserve is used to recognize the value of stock option grants and share purchase warrants prior to exercise and the equity component of convertible debentures.

9. SHARE-BASED PAYMENTS

Share Purchase Options

The Company has in place a stock option plan (the "Plan"), which allows the Company to issue options to certain directors, officers, employees and consultants of the Company. The aggregate number of securities reserved for issuance will be not more than 10% of the number of common shares issued and outstanding from time to time. The Plan provides that the number of stock options held by any one individual may not exceed 5% of the number of issued and outstanding common shares. Options granted under the Plan may have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the market price of the Company's shares on the day prior to the grant date. Stock options granted under the Plan may be subject to vesting terms if imposed by the Board of Directors or required by the TSX Venture Exchange.

The following is a summary of share purchase options activity for the nine month period ended January 31, 2013:

				During the period				
Grant date	**Expiry date**	**Exercise price**	**Opening balance**	**Granted**	**Exercised**	**Forfeited**	**Closing balance**	**Vested and exercisable**
Mar 1, 2011	Feb 28, 2021	$0.37	505,000	-	-	(80,000)	425,000	425,000
Jul 4, 2011	Jul 3, 2021	$0.60	25,000	-	-	-	25,000	25,000
Aug 1, 2012	Jul 31, 2022	$0.50	-	765,000	-	-	765,000	765,000
			530,000	**765,000**	**-**	**(80,000)**	**1,215,000**	**1,215,000**
Weighted average exercise price			**$0.38**	**$0.50**	**-**	**$0.37**	**$0.46**	**$0.46**

During the nine month period ended January 31, 2013 the Company repurchased 80,000 stock options for a total cost of $8,000.

Fair Value of Options Issued During the Period

The fair value at grant date of options granted during the period ended January 31, 2013 was $0.43 (2012: $0.57) per option.

The weighted average remaining contractual life of the options outstanding at January 31, 2013 is 8.98 (April 30, 2012: 8.85) years.

(Expressed in Canadian Dollars)

9. SHARE-BASED PAYMENTS *(cont'd…)*

Fair Value of Options Issued During the Period *(cont'd…)*

The inputs for options granted during the nine month period ended January 31, 2013 applied to the Black-Scholes option pricing model are:

	Risk-free interest rate	Expected life	Volatility factor	Dividend yield	Forfeiture rate
Period ended January 31, 2013	1.71%	10 years	121%	0%	0%

Options Issued to Employees

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Options Issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted using the Black-Scholes option pricing model.

The expected volatility is based on an average of historical prices of a comparable group of companies within the same industry due to the lack of historical pricing information for the Company. The risk-free rate of return is the yield on a zero-coupon Canadian treasury bill of a term consistent with the assumed option life. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

Expenses Arising from Share-based Payments Transactions

Total expenses arising from the share-based payment transactions recognized during the nine month period ended January 31, 2013 as part of share-based payments were $325,679 (2012: $26,436).

As of January 31, 2013, there was no unrecognized compensation costs related to share-based payment awards not yet exercisable (April 30, 2012: $Nil).

Amounts Capitalized Arising from Share-based Payments Transactions

There were no expenses arising from the share-based payment transactions that were capitalized during the nine month periods ended January 31, 2013 and 2012.

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS

The Company had transactions during the nine month period ended January 31, 2013 with related parties who consisted of directors, officers and the following companies with common directors and/or officers:

Related party	Nature of transactions
Radius Gold Inc. (“Radius”)	Shared office, administration and personnel costs
Gold Group Management Inc. (“Gold Group”)	Shared office, administration and personnel costs
Voyager Gold Corp. (“Voyager”)	Shared personnel costs
Focus Ventures Ltd. (“Focus”)	Shared administrative costs
Iron Creek Capital Corp. (“Iron Creek”)	Shared administrative costs
Mill Street Services Ltd. (“Mill Street”)	Management services

During the nine month period ended January 31, 2013, the Company paid or made provision for the future payment of the following amounts to related parties:

i) $34,462 (2012: $122,361) in general and administration costs to Radius, a company with common directors and officers, and consisting of $7,680 (2012: $28,162) for office and administration, $13,879 (2012: $68,801) for salaries and benefits, $5,749 (2012: $9,436) for shareholder communications, $4,059 (2012: $10,445) for travel, and $3,095 (2012: $5,517) for regulatory fees. Salary and benefits include those for the Chief Financial Officer and Corporate Secretary. Radius was reimbursed by the Company for these shared costs and other business related expenses paid by Radius on behalf of the Company. The Company also reimbursed Radius for leasehold improvement costs of $3,778 (2012: $Nil). Although Radius may continue to share some administrative expenses with the Company, effective July 1, 2012 the Company entered into an arrangement with Gold Group, a company controlled by the Chief Executive Officer of the Company, to coordinate the majority of shared administrative costs and other business related expenses paid by Gold Group on behalf of the Company.

ii) $159,180 (2012: $Nil) in general and administration costs to Gold Group, a company controlled by the Chief Executive Officer of the Company, consisting of $44,825 (2012: $Nil) for office and administration, $70,734 (2012: $Nil) for salaries and benefits, $18,534 (2012: $Nil) for shareholder communications, $22,786 (2012: $Nil) for travel, and $2,301 (2012: $Nil) for regulatory fees. Salary and benefits include those for the Chief Financial Officer and Corporate Secretary.

iii) $31,500 (2012: $22,500) in management fees to Mill Street, a company controlled by the Chief Executive Officer of the Company; and

iv) $45,000 (2012: $Nil) in management fees and $105,833 (2012: $Nil) in geological fees to the President of the Company.

Prepaid expenses and deposits as of January 31, 2013 include a prepaid expense amount of $11,283 (April 30, 2012: $Nil) paid to Gold Group for shared expenses and deposits totalling $61,000 (April 30, 2012: $Nil) paid to Gold Group for the new administrative cost sharing arrangement.

The amount due from related parties as of January 31, 2013 consists of $1,875 (April 30, 2012: $Nil) due from Focus, $1,875 (April 30, 2012: $Nil) due from Radius, and $Nil (April 30, 2012: $1,579) due from Voyager (all these companies have common directors and/or officers). The balances are unsecured, due on demand and do not bear interest.

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS *(cont'd…)*

Amounts due to related parties as of January 31, 2013 consist of $20,075 (April 30, 2012: $Nil) due to Gold Group, $17,500 (April 30, 2012: $17,500) due to a director and former president of the Company, $Nil (April 30, 2012: $33,600) due to Mill Street, and $Nil (April 30, 2012: $37,842) due to Radius. The balances are unsecured, due on demand and do not bear interest.

These transactions are in the normal course of operations and are measured at the fair value of the services rendered.

Key Management Compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. For the nine month periods ended January 31, 2013 and 2012, key management compensation comprises:

	Nine months ended January 31,			
		2013		**2012**
Management fees	$	76,500	$	22,500
Salaries and benefits		13,109		12,332
Geological fees		105,833		-
Share-based payments		202,220		-
	$	**397,662**	**$**	**34,832**

Total share-based payments to directors not specified as key management personnel during the nine month period ended January 31, 2013 was $31,929 (2012: $Nil).

Key management personnel were not paid post-employment benefits, termination benefits or other long-term benefits during the nine month periods ended January 31, 2013 and 2012.

11. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment, being the exploration and development of mineral properties. The mineral property interests as of January 31, 2013 are located in Colombia and substantially all of the exploration expenditures for the period ended January 31, 2013 were incurred in Colombia. Substantially all of the Company's other assets are located, and expenditures were incurred, in Canada.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed to the following financial risks:

- Credit risk
- Liquidity risk
- Market risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

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

(a) 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 contractual obligations. The Company's credit risk is primarily attributable to its cash and other receivables. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash invested in asset-based commercial paper. For other receivables, the Company estimates, on a continuing basis, the probable losses and provides a provision for losses based on the estimated realizable value. The Company is not exposed to significant credit risk as the majority of the balance is due from government agencies.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. At January 31, 2013, the Company had cash of $3,258,914 (April 30, 2012: $1,337,889) available to apply against short-term business requirements and current liabilities of $55,109 (April 30, 2012: $163,501). All of the Company's financial liabilities have contractual maturities of less than 45 days and are subject to normal trade terms.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(cont'd…)*

(c) Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other market prices. Management closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

i) Currency Risk

The Company is exposed to financial risk related to the fluctuation of foreign currency rates. The Company operates in Canada and Colombia. A portion of the Company's expenses are incurred in US dollars and Colombian pesos. A significant change in the exchange rate between the Canadian dollar relative to the US dollar or Colombian peso could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. As at January 31, 2013, the Company had the Canadian equivalent of cash totalling $711,429 (April 30, 2012: $587,800) held in US dollars and liabilities totalling $5,566 (April 30, 2012: $240) owed in US dollars.

Based on the above net exposure as at January 31, 2013, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in an increase/decrease of approximately $71,000 (April 30, 2012: $58,800) in the Company's net loss and comprehensive loss for the period.

ii) Interest Rate Risk

Interest rate risk consists of two components:

A. To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

B. To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company considers interest rate risk to be immaterial.

iii) Other Price Risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to any other price risk.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amounts for accounts payable and accrued liabilities and due to related parties approximate fair values due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(cont'd…)*

Fair Value Hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2	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	Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at January 31, 2013, the Company's financial instruments are comprised of cash and cash equivalents, due from related parties, accounts payable and accrued liabilities, and due to related parties. With the exception of cash and cash equivalents, all financial instruments held by the Company are measured at amortized cost.

13. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to advance its mineral properties. The Company defines its capital as all components of equity and short-term debt. The Company manages its capital structure and makes adjustments to it to effectively support the acquisition and exploration of mineral properties. The property in which the Company currently has an interest is in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for general administrative costs, the Company will spend its existing working capital and seek to raise additional amounts as needed by way of equity financing or debt. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's investment policy is to hold cash in interest-bearing bank accounts or highly liquid short-term interest-bearing investments with maturities of one year or less and which can be liquidated at any time without penalties. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products. The Company does not expect its current capital resources to be sufficient to carry its operating costs and carry out its exploration expenditure commitment on the Cordoba Property through the next twelve months. As such, the Company will seek to raise additional capital and believes it will be able to do so, but recognizes the uncertainty attached thereto.

There have been no changes to the Company's approach to capital management during the nine month period ended January 31, 2013.

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the three and nine month periods ended January 31, 2013 and 2012, there was no cash paid for interest or income taxes.

Non-cash transactions

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows. During the three and nine month periods ended January 31, 2013, there were no non-cash transactions completed by the Company.