(the "Company")

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended April 30, 2014

General

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the audited annual consolidated financial statements of the Company for the year ended April 30, 2014. The following information, prepared as of August 26, 2014, should be read in conjunction with the April 30, 2014 audited annual consolidated financial statements. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

This MD&A may contain "forward-looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "will", "may", "should", "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance.

Forward-looking statements are statements that are not historical facts, and include but are not limited to:

a) Estimates and their underlying assumptions;
b) Statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model, future operations, the impact of regulatory initiatives on the Company's operations, and market opportunities;
c) General industry and macroeconomic growth rates;
d) Expectations related to possible joint or strategic ventures; and
e) Statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to unavailability of financing, failure to identify commercially viable mineral reserves, fluctuations in the market valuation for commodities, difficulties in obtaining required approvals for the development of a mineral project, and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities law.

Description of Business

The Company is a Toronto-based mineral exploration company focused on the acquisition and exploration of gold and copper projects in Colombia.

Effective May 22, 2014, the Company completed a share consolidation so that every two previous common shares of the Company were exchanged for one new common share of the Company, resulting in a resulting issued capital of 58,812,103 shares. The Company's name and trading symbol remain the same; only the CUSIP number of the common shares has changed. **All references to common shares, warrants and compensation options in this document reflect the share consolidation.**

Effective August 26, 2014, the Company has changed its financial year-end from April 30 to December 31. The Company has made this change in order to align its financial year-end with the financial year-end of its operating subsidiaries, thereby facilitating the consolidation of its financial statements.

<u>Acquisition of 100% of San Matias Project, Colombia</u>

By an agreement signed in 2011, the Company acquired from Minatura International LLC ("Minatura") an 11% interest in Cordoba Holdings Corp. ("CHC"), a private company which holds indirect title to a Colombian mineral property known as the Cordoba Property.

Pursuant to a further agreement with Minatura signed in March 2012, the Company was granted the option (the "Option") to increase its ownership to a 51% interest by making certain exploration expenditures by specified deadlines.

On July 31, 2013, the Company signed an agreement to acquire (the "Acquisition") a 100% interest in the Cordoba Property from Minatura, Minatura Gold and certain minority shareholders of CHC (collectively the "Minatura Group") and the adjacent San Matias Property from Sabre Metals Inc. ("Sabre"). The two properties combined are referred to as the San Matias Project.

The Acquisition was completed on March 28, 2014, pursuant to which the Company acquired from the Minatura Group the remaining 89% interest in CHC, and 100% of the outstanding shares of Sabre in consideration of:

a) issuing 14,749,719 shares common shares in its capital stock to the Minatura Group and 13,110,861 common shares to Sabre shareholders;
b) issuing 1,058,824 warrants to the Minatura Group and 941,176 warrants to the Sabre shareholders, each warrant exercisable at $0.60 for two years from closing of the Acquisition; and
c) making cash payments to the Minatura Group totaling US$5.0 million.

Upon completion of the Acquisition, the Company's Board of Directors was reconstituted to consist of Ari Sussman, Simon Ridgway, Robert Allen, David Reading, William Katzin, Bill Orchow, and Tod Turley. Mario Stifano was appointed President and CEO of the Company, and Chris Grainger was appointed Vice-President, Exploration.

In late June 2014, Robert Allen retired from the Company's Board of Directors but continues to be a significant shareholder of the Company. Mr. Robert Neill, CEO of Grupo de Bullet S.A.S., was appointed to fill the vacancy on the Board. Mr. Neill previously sat on the Board of Sabre and has extensive Latin American experience managing resource projects in Colombia.

Financing

In January 2014, a syndicate of agents (the "Agents") were engaged to complete an equity offering (the "Offering") of 15,000,000 subscription receipts at a price of $1.00 per subscription receipt for gross proceeds of $15,000,000. The Offering closed on February 7, 2014 and the gross proceeds (the "Escrowed Funds") were deposited in escrow. The Escrowed Funds were released from escrow upon completion of the Acquisition, and the Company issued 15,000,000 units, each unit consisting of one common share and one warrant of the Company exercisable for three years at $1.50 per share, with an early exercise provision when the Company's shares close at greater than $2.50 for 20 consecutive trading days.

The Agents were paid a cash commission consisting of 6% cash and 6% compensation options exercisable for a period of 18 months after the closing date to acquire one common share and a warrant (each such warrant with the same terms and provisions of the warrants issuable under the Offering) at a price of $1.00 per compensation option.

A portion of the net proceeds from the Offering was used to fund cash commitments related to the Acquisition, with the balance to be used for exploration and development activity at the San Matias Project and for general working capital.

The San Matias Project

The San Matias Project is located in the Municipality of Puerto Libertador, in the Department of Cordoba, Colombia, and consists of various mining concessions and concession applications covering approximately 27,000 hectares underlain by volcano-sedimentary rocks that are intruded by multiple dioritic intrusives with excellent potential to host porphyry copper-gold deposits.

Prior to completion of the Acquisition in March 2014, exploration conducted on the San Matias Project by the Company and Sabre included airborne magnetic and radiometric surveys, a ground based magnetic survey, regional prospecting, stream sediment and soil sampling, local geological mapping, trenching and rock sampling. This work confirmed several promising drill targets, including the Montiel West, Montiel East and Costa Azul areas.

Copper-gold (chalcopyrite-pyrite-bornite) mineralization at both Costa Azul and Montiel West is associated with quartz-magnetite stockwork and sheeted veining within diorite porphyry intrusions and adjacent country rocks. Higher-grade, gold-rich vein and breccia (quartz-pyrrhotite-chalcopyrite) mineralization has been located in a number of parallel structures at the Pirita prospect, located immediately north of Montiel West. Costa Azul and Montiel West were the first targets to be tested by RAB (rotary air blast) in the Company's ongoing drilling program that has currently focused on the northern-most 3 kilometres of strike of the San Matias Project. Surface exploration is underway along the highly prospective additional 10 km of strike of the major north-south structure that hosts the varying styles of porphyry, vein and replacement styles of mineralization located to date within the project tenure. Currently the RAB drill is testing the large copper-gold soil anomaly that stretches between the Montiel West and Montiel East porphyry targets, some 800 m of strike, and adjacent to the Montiel East artisanal mine workings.

RAB drilling is proving to be highly effective in the assessment of mineralization at shallow depths and although the results cannot be used in resource estimates, each of the targets outlined by the RAB program will be drilled in the current deeper diamond drilling program (see below).

The Company announced in August 2014 that the first phase of the RAB drilling program has located widespread copper-gold mineralization associated with diorite porphyry intrusions at the Costa Azul prospect. The shallow drilling program has better defined the porphyry copper-gold mineralization at the Montiel West prospect and higher-grade vein and breccia style mineralization adjacent to the Pirita artisanal underground workings, located immediately north of Montiel West.

Costa Azul

The Costa Azul target is a 800 m x 800 m copper-gold soil anomaly in which 112 shallow RAB drill holes, to average depth of 30 metres, have been completed on a roughly 50 m x 50 m grid. RAB drilling has outlined porphyry copper-gold mineralization in both diorite porphyry intrusions, mafic volcanic country rocks and tonalite intrusions. Maximum down-hole copper and gold results (Figures 1 and 2) show significant, copper and gold mineralization (>0.3 % Cu and/or >0.3 g/t Au) over dimensions of approximately 300 m east-west by 200 m north-south, with mineralization remaining open to the west and southwest towards areas previously trenched.

Highlights of RAB intercepts include:

- CARAB013: **19m @ 0.74 g/t Au and 0.32% Cu** from 6 to 25 metres
- CARAB014: **31m @ 0.78 g/t Au and 0.36% Cu** from 9 to 40 metres
- CARAB078**: 24m @ 0.16 g/t Au and 0.54% Cu** from 0 to 24 metres
- CARAB079: **12m @ 0.20 g/t Au and 0.65% Cu**, from 0 to 12 metres
- CARAB081: **24m @ 0.53 g/t Au and 0.35% Cu**, from 22 to 46 metres
- CARAB082: **32m @ 0.54 g/t Au and 0.59% Cu**, from 6 to 38 metres
- CARAB083: **31m @ 0.33 g/t Au and 0.53% Cu**, from 0 to 31 metres
- CARAB084: **12m @ 0.64 g/t Au and 0.39% Cu**, from 0 to 12 metres
- CARAB085: **22m @ 0.43 g/t Au and 0.50% Cu**, from 0 to 22 metres
- CARAB087: **30m @ 0.22 g/t Au and 0.70% Cu**, from 0 to 30 metres
- CARAB107: **30m @ 0.51 g/t Au and 0.43% Cu**, from 0 to 30 metres
- CARAB108: **31m @ 0.25 g/t Au and 0.61% Cu**, from 0 to 31 metres
- CARAB109: **27m @ 0.52 g/t Au and 0.38% Cu**, from 0 to 27 metres
- CARAB110: **23m @ 0.73 g/t Au and 0.35% Cu**, from 0 to 23 metres

(Intervals calculated with a 0.30 g/t Au and/or 0.30% Cu cut-off with no internal zones of dilution, true-widths are unknown).

Montiel West and Pirita

The Montiel prospect is a 1 km x 800 m porphyry cluster with associated vein and breccia systems in which 78 RAB drill-holes, with an average depth of 25 metres, have been drilled on a roughly 50 m x 50 m grid. This drilling and also trenching has outlined porphyry copper-gold mineralization in both feldspar-hornblende porphyry intrusions and mafic volcanic country rocks tracking north to the Pirita underground mine workings where higher grade gold with copper mineralization is defined by a series of parallel vein and breccia structures.

At Montiel West maximum down-hole copper and gold results (Figures 3 and 4) show significant copper and gold mineralization (>0.3 % Cu and/or >0.3 g/t Au) at shallow depths over dimensions of approximately 250 m east-west by 200 m north-south. Mineralization remains open to the south and also to the west where significant trench anomalies are evident. At Pirita a number of parallel northwest trending veins have been located that host significant gold and copper mineralization over strike lengths of over 250 m that are open to the north-west and south-east. Given the shallow depth of the RAB drilling at Pirita, more parallel vein and associated breccia structures are interpreted as being present and will be tested with deeper diamond drilling along with Montiel West. The majority of the significant intersections at Pirita remains open down-hole and incorporates significant down-hole widths indicating a potential larger tonnage target style adjacent to the Montiel West porphyry copper-gold target.

Highlights of RAB intercepts at Montiel West include:

- MWRAB001: **12m @ 0.67 g/t Au and 0.60% Cu** from 0 to 12 metres
- MWRAB002: **15m @ 0.40 g/t Au and 0.63% Cu** from 0 to 15 metres

- MWRAB003: **9m @ 1.04 g/t Au and 0.46% Cu** from 0 to 9 metres
- MWRAB004: **6m @ 0.76 g/t Au and 0.60% Cu** from 0 to 6 metres
- MWRAB005: **15m @ 0.40 g/t Au and 0.59% Cu** from 0 to 15 metres
- MWRAB007: **27m @ 0.61 g/t Au and 0.44% Cu** from 0 to 27 metres
- MWRAB008: **9m @ 0.47 g/t Au and 0.54% Cu** from 0 to 9 metres
- MWRAB009: **9m @ 0.62 g/t Au and 0.43% Cu** from 0 to 9 metres
- MWRAB012: **5m @ 32.64 g/t Au and 1.09% Cu** from 0 to 5 metres
- MWRAB013: **18m @ 0.38 g/t Au and 0.77% Cu** from 0 to 18 metres
- MWRAB015: **24m @ 0.50 g/t Au and 0.56% Cu** from 0 to 24 metres
- MWRAB016: **21m @ 0.42 g/t Au and 0.59% Cu** from 0 to 24 metres
- MWRAB020: **13m @ 0.26 g/t Au and 0.77% Cu** from 21 to 34 metres
- MWRAB023: **24m @ 0.69 g/t Au and 0.37% Cu** from 0 to 24 metres
- MWRAB040: **24m @ 0.50 g/t Au and 0.50% Cu** from 0 to 24 metres

Highlights of RAB intercepts at Pirita include:

- MWRAB035: **21m @ 1.29 g/t Au and 0.17% Cu** from 0 to 21 metres
  *Incl. **3m @ 4.39 g/t Au and 0.24% Cu** from 15 to 18 metres*
- MWRAB036: **24m @ 1.91 g/t Au and 0.19% Cu** from 0 to 24 metres
  *Incl. **3m @ 7.05 g/t Au and 0.24% Cu** from 3 to 6 metres*
- MWRAB051: **33m @ 1.76 g/t Au and 0.09% Cu** from 0 to 33 metres
  *Incl. **3m @ 12.38 g/t Au and 0.14% Cu** from 6 to 9 metres*
- MWRAB057: **12m @ 0.55 g/t Au and 0.13% Cu** from 6 to 18 metres
- MWRAB068: **27m @ 0.80 g/t Au and 0.08% Cu** from 0 to 27 metres
- MWRAB069: **12m @ 1.12 g/t Au and 0.07% Cu** from 12 to 24 metres
- MWRAB070: **19m @ 0.50 g/t Au and 0.05% Cu** from 18 to 37 metres

(Intervals calculated with a 0.30 g/t Au and/or 0.30% Cu cut-off with no internal zones of dilution, true-widths are unknown).

Diamond Drill Program

In July 2014, the Company commenced a 2,000 metre diamond drilling program which is first testing the Costa Azul target, and will then move to Montiel West and Pirita. The first phase of the program will also include follow-up diamond drilling at Montiel East where the Company's previous diamond drilling identified a high grade copper-gold porphyry target including 101.10 metres @ 1.0% Copper and 0.65 gpt Gold (2.33 gpt AuEq).

Guadalajara Project, Colombia

In April 2014, the Company secured the rights to the Guadalajara Project located in the Department of Cordoba, Colombia, that is interpreted as being highly prospective for porphyry style mineralization and displays extensive areas of varying porphyry-style alteration, and numerous gold-anomalous drainages.

The Guadalajara Project is a 2,000 hectare land package located 13 kilometres to the SSW of BHP Billiton's Cerro Matoso open pit nickel mine and within seven kilometers of the Company's San Matias Project. The Guadalajara Project area is largely associated with intrusive rocks and mafic/intermediate volcanic rocks that display extensive zones of porphyry-style propyllitic alteration and zones of diatreme breccia development and is therefore highly prospective for porphyry-style mineralization. To date the major diatreme breccia located is over one kilometre in strike and displays both volcanic and intrusive clasts with potassic-style alteration (magnetite and secondary biotite) associated with a matrix of phyllic and propyllitic alteration styles. Stream sediment sampling in this area has shown numerous drainages with visible gold in pan concentrate samples.

A soil-auger sampling program and detailed geological mapping has commenced in the project area and will be used to identify targets for follow-up RAB drilling in the near future.

Agreement Terms

Pursuant to an agreement signed in April 2014, the Company made a cash payment of US$50,000 to the property optionor (the “Optionor”) and committed to spend US$250,000 on exploration of the Project within one year. After completion of the exploration expenditures, the Company will be granted the option to acquire a 98% interest in the Guadalajara Project which may be exercised by making cash payments to the Optionor totaling US$750,000 and completing exploration expenditures totaling US$3.5 million (including 8,500 metres of drilling) over a period of three years.

On the completion of a feasibility study, the Optionor will have the right to sell their remaining 2% stake in the Project for US$5.00 per ounce of gold and US$0.035 per pound of copper for such metals that are in the Measured and Indicated category of the NI 43-101 resource calculation. The Optionor will maintain 100% of the coal rights on the property.

Qualified Person: Christian J. Grainger, PhD, a Qualified Person for the purpose of NI 43-101, has approved the disclosure of the technical information in this MD&A. Dr. Grainger is a geologist with +15 years in the minerals mining, consulting, exploration and research industries. He is a Member of the Australian Institute of Geoscientists and Australian Institute of Mining and Metallurgy.

Selected Annual Information

The following table provides information for the fiscal years ended April 30, 2014, 2013 and 2012:

	2014 ($)	**2013 ($)**	**2012 ($)**
Exploration expenditures	1,699,320	1,276,024	1,108,919
General and administrative expenses	693,620	931,315	940,857
Net loss	3,840,823	2,180,113	2,255,120
Loss per share - basic and diluted	0.21	0.21	0.55
Total assets	55,379,952	7,904,341	6,222,873
Total liabilities	1,091,563	66,128	163,501
Shareholders’ equity	54,288,389	7,838,213	6,059,372

Selected Quarterly Information

The following table provides information for the eight fiscal quarters ended April 30, 2014:

	Apr. 30, 2014 ($)	**Jan. 31, 2014 ($)**	**Oct. 31, 2013 ($)**	**Jul. 31, 2013 ($)**	**Apr. 30, 2013 ($)**	**Jan. 31, 2013 ($)**	**Oct. 31, 2012 ($)**	**Jul. 31, 2012 ($)**
Exploration expenditures	547,244	369,662	310,361	472,053	314,604	301,258	301,224	358,938
General and administrative expenses	243,132	184,479	129,215	136,794	178,004	172,767	482,265	98,279
Net loss	2,271,028	538,994	430,621	600,180	469,287	477,100	786,833	446,893
Loss per share - basic and diluted	0.07	0.05	0.04	0.05	0.03	0.04	0.08	0.06
Total assets	55,379,952	9,172,310	9,787,101	7,374,112	7,904,341	8,362,609	5,282,516	5,738,826
Total liabilities	1,091,563	73,123	176,420	136,079	66,128	55,109	88,835	126,347
Shareholders’ equity	54,288,389	9,099,187	9,610,681	7,238,033	7,838,213	8,307,500	5,193,681	5,612,479

Exploration costs for the eight quarters presented were all incurred in Colombia on the San Matias Project, formerly called the Cordoba property, with an increase in expenditures during the most recent quarter due to the Acquisition. The general and administrative expenses amount for the quarter ended October 31, 2012 was significantly higher than the other quarters presented because it includes a share-based compensation charge of $325,679. As with exploration expenditures, general and administrative costs increased in the most recent quarter due to the Acquisition.

Total assets increased in the quarters ended January 31, 2013 and October 31, 2013 due to approximately $3.64 million in gross proceeds raised from private placements and $2.8 million from the exercise of share purchase warrants, respectively. Total assets, along with total liabilities and shareholders' equity, increased significantly in the most recent quarter due to the Acquisition.

Results of Operations

Quarter Ended April 30, 2014

For the quarter ended April 30, 2014, the Company recorded a net loss of $2,271,028 compared to $469,287 for the quarter ended April 30, 2013, an increase of $1,801,741. This increase was mostly due to a $1,779,772 write-down of exploration and evaluation asset costs relating to the Company's 11% interest in the San Matias Project held prior to the Acquisition. Exploration expenditures on the San Matias Project during the current quarter totaled $547,244 compared to $314,604 in the comparative quarter, an increase of $232,640.

General and administrative costs during the current quarter totalled $243,132 compared to $178,004 in the comparative quarter, an increase of $65,128. The most significant increase was $75,120 in salaries and benefits attributed to hiring of more personnel following the completion of the Acquisition and to bonuses paid to certain officers of the Company. Other notable increases for the current quarter were $13,312 in shareholder communications and $10,333 in management fees. Shareholder communication expenses were higher due to an increase in promotional activities. Management fees were higher due to the appointment of the new Chief Executive Officer upon closing of the Acquisition. Notable cost decreases were $21,112 in professional fees and $19,334 in property investigation. The decrease in professional fees was due to minimal costs in the comparative quarter compared to a cost recovery in the current quarter. No property investigation costs were recorded during the current quarter whereas such costs were incurred in the comparative quarter.

Year Ended April 30, 2014

For the year ended April 30, 2014, the Company recorded a net loss of $3,840,823 compared to $2,180,113 for the comparative year, an increase of $1,660,710. As with the quarterly comparison, the increase in loss was mostly due to the $1,779,772 write-down of exploration and evaluation asset costs in the current year's fourth quarter. During the current year, exploration costs totalled $1,699,320 compared to $1,276,024 in the comparative year, an increase of $423,296.

General and administrative costs during the current year totalled $693,620 compared to $931,315 in the comparative year, a decrease of $237,695. This decrease is primarily due to the comparative year including a share-based payment expense of $325,679 regarding the granting of stock options whereas there was no such expense in the current year. Other notable cost decreases were $21,610 in professional fees, $20,957 in property investigation, $20,686 in travel, and $20,344 in shareholder communications. When excluding the cost recovery in professional fees noted above for the quarterly comparison, there was little difference in professional fees between the two years. Property investigation, shareholder communication, and travel costs were less in the current year as the Company focused on completing the Acquisition. However, due to efforts to complete the Acquisition and the new management structure implemented upon the closing, salaries and benefits and management fees increased by $86,992 and $67,333, respectively.

Mineral Property Expenditures

During the year ended April 30, 2014, the Company incurred exploration costs totalling $1,699,320 on the San Matias Property in Colombia. The most significant exploration costs for the year were $463,185 for salaries and wages, $321,429 for geological fees, $303,941 for field expenses, $132,438 for drilling, and $97,254 for travel and accommodation.

Financial Condition, Liquidity and Capital Resources

As at April 30, 2014, the Company had current assets totaling $10.0 million (including cash and cash equivalents of $9.2 million) and current liabilities totaling $1.1 million, resulting in working capital of $8.8 million. The Company is in the exploration stage and therefore, has no cash flow from operations. Funds raised during the year ended April 30, 2014 consisted of the $15.0 million Offering and $2.8 million from the exercise of 2,806,163 share purchase warrants. An additional amount of $34,530 was raised upon the exercise of 34,500 share purchase options. The Company's most recent source of funds during the prior period was by way of a private placement which provided gross proceeds of $3.8 million. Funds received from private placements before the Offering have been used towards exploration of the Company's San Matias Project and for general working capital purposes. A portion of the funds received from the Offering have been used for costs associated with the Acquisition such as a US$4.0 million payment to Minatura, a $2.0 million payment to complete the purchase of a portion of the San Matias Project owned by Sabre, and transaction costs. The remaining funds from the Offering are being used towards continued exploration of the San Matias Project and for general working capital purposes.

The Company expects its current capital resources to be sufficient to cover its operating costs and to carry out its exploration activities through the next twelve months. Actual funding requirements may vary from those planned due to a number of factors, including the progress of the Company's business activities and current economic and financial market conditions.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

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.

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 cash equivalents. The Company limits exposure to credit risk by maintaining its cash and cash equivalents with large financial institutions.

		April 30, 2014		**April 30, 2013**
Cash held in bank accounts	$	731,621	$	239,696
Term deposits		8,513,397		2,310,548
	$	**9,245,018**	**$**	**2,550,244**

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 April 30, 2014, the Company had cash and cash equivalents of $9,245,018 (2013: $2,550,244) available to apply against short-term business requirements and current liabilities of $1,091,563 (2013: $66,128). All of the Company's financial liabilities have contractual maturities of less than 45 days and are subject to normal trade terms.

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 exchange 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

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to fluctuations in foreign currencies through its operations in Colombia. The Company monitors this exposure, but has no hedge positions.

As at April 30, 2014, the Company is exposed to currency risk through the following financial assets and liabilities denominated in currencies other than the Canadian dollar:

	April 30, 2014				**April 30, 2013**			
		US Dollars (CDN equivalent)		**Colombian Pesos** (CDN equivalent)		**US Dollars** (CDN equivalent)		**Colombian Pesos** (CDN equivalent)
Cash	$	7,011	$	49,828	$	68,128	$	-
Other receivables		-		73,999		-		-
Accounts payable and accrued liabilities		(74,617)		(379,479)		(9,071)		-
	$	**(67,606)**	**$**	**(255,652)**	**$**	**59,057**	**$**	**-**

Based on the above net exposures at April 30, 2014, a 10% depreciation or appreciation of the above currencies against the Canadian dollar would result in an increase or decrease of approximately $32,300 (2013: $5,900) in the Company's net loss and comprehensive loss for the year.

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 not be significant.

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.

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 April 30, 2014 and 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.

Related Party Transactions

The Company had transactions during the years ended April 30, 2014 and 2013 with related parties who consisted of directors, officers and the following companies with common directors 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
Vertical Air Ltd. (“Vertical Air”)	Exploration services
Thunderbolt Resources Inc. (“Thunderbolt”)	Shared administration and exploration services
Continental Gold Limited (“Continental”)	Shared administration and exploration services

During the three and twelve month periods ended April 30, 2014 and 2013, the Company paid or made provision for the future payment of the following amounts to related parties:

a) The Company reimbursed Radius, a company with common directors and officers, for shared general and administrative expenses consisting of the following:

	Three months ended April 30,		**Year ended April 30,**	
	2014	**2013**	**2014**	**2013**
Office and administration	$ -	$ 13,742	$ 1,527	$ 21,422
Regulatory fees	-	-	-	3,095
Salaries and benefits	-	-	-	13,879
Shareholder communications	-	115	-	5,864
Travel	-	-	-	4,059
	$ -	**$ 13,857**	**$ 1,527**	**$ 48,319**

Radius was reimbursed by the Company for these shared costs and other business related expenses paid by Radius on behalf of the Company. Salary and benefits include those for the Chief Financial Officer and Corporate Secretary. 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 to coordinate the majority of shared administrative costs and other business related expenses paid by Gold Group on behalf of the Company.

b) The Company reimbursed Gold Group, a company controlled by Simon Ridgway, a director and former President and Chief Executive Officer of the Company, for shared general and administrative expenses consisting of the following:

	Three months ended April 30,		**Year ended April 30,**	
	2014	**2013**	**2014**	**2013**
Office and administration	$ 24,279	$ 21,058	$ 93,367	$ 65,883
Property investigation	-	-	-	-
Regulatory fees	22	270	2,693	2,571
Salaries and benefits	89,726	28,339	187,530	99,073
Shareholder communications	746	17,610	5,154	36,144
Travel	3,968	7,438	20,019	30,224
	$ 118,741	**$ 74,715**	**$ 308,763**	**$ 233,895**

Salaries and benefits include those for the Chief Financial Officer and Corporate Secretary.

c) The Company paid $9,967 (2013: $Nil) in property investigation expenses to Vertical Air, a company controlled by Harmen Keyser, a former director and President of the Company, for air transportation services.

Prepaid expenses and deposits as of April 30, 2014 include a prepaid expense of $340 (2013: $4,404) and deposits totalling $61,000 (2013: $61,000) paid to Gold Group for the administrative cost sharing arrangement.

Amounts due from related parties as of April 30, 2014 consists of $118,194 (2013: $Nil) from Thunderbolt and $Nil (2013: $1,875) due from Radius. The balances were unsecured, due on demand and non-interest-bearing.

Amounts due to related parties as of April 30, 2014 consist of $15,229 (2013: $ Nil) due to Continental, a company with a common director, $21,172 (2013: $18,889) due to Gold Group, $17,500 (2013: $17,500) due to Harmen Keyser, and $6,279 (2013: $ Nil) due to Thunderbolt, a company with a former common director with Sabre. The amount owing to Gold Group is secured by a deposit and is interest-bearing if not paid within a certain period. Other amounts owing are unsecured, non-interest-bearing and payable on demand.

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 three and nine month periods ended April 30, 2014 and 2013, key management compensation comprises:

	Three months ended April 30,		Year ended April 30,	
	2014	**2013**	**2014**	**2013**
Management fees	$ 35,833	$ 25,500	$ 169,333	$ 102,000
Salaries and benefits	8,708	2,750	51,819	15,859
Geological fees	17,014	35,000	75,833	140,833
Share-based payments	-	-	-	202,220
	$ 61,555	**$ 63,250**	**$ 296,985**	**$ 460,912**

During the year ended April 30, 2014, a severance payment of $70,000 in connection with the resignation of Peter Thiersch as President of the Company in January 2014. There were no other key management personnel that were paid post-employment benefits, termination benefits or other long-term benefits during the years ended April 30, 2014 and 2013.

Other Data

Additional information related to the Company is available for viewing at www.sedar.com.

Share Position and Outstanding Warrants and Options

The Company's outstanding share position as at August 26, 2014 is 58,812,103 common shares and the following share purchase warrants, broker compensation options, and incentive stock options are also outstanding:

WARRANTS

Original expiry date	Adjusted expiry date	Number of warrants	Exercise price
April 10, 2014	(1)April 10, 2015	588,369	$2.00
March 28, 2016	N/A	1,997,107	$0.60
March 28, 2016	N/A	122,668	$1.42
February 7, 2017	N/A	15,000,000	$1.50
January 20, 2019	N/A	50,294	$0.86
		17,758,438	

(1) In October 2013, the Company extended the expiry date of these warrants by one year to April 10, 2015.

BROKER COMPENSATION OPTIONS

Expiry date	Number of options	Exercise price
September 28, 2015	656,400	$1.00

STOCK OPTIONS

Expiry date	Number of options	Exercise price
March 17, 2016	78,441	$2.00
January 14, 2017	35,048	$1.06
October 9, 2017	175,240	$1.06
March 20, 2018	105,145	$1.42
July 30, 2018	35,048	$1.42
February 28, 2021	93,000	$0.74
July 31, 2022	352,500	$1.00
June 26, 2024	1,845,000	$0.80
	2,719,422	

Adoption of New and Amended IFRS Pronouncements

The mandatory adoption of the following new and revised accounting standards and interpretations on May 1, 2013 had no significant impact on the Company's consolidated financial statements for the current or prior years presented:

IAS 1 Presentation of Financial Statements (Amendment)

The amendments to IAS 1 require the grouping of items within other comprehensive income that may be reclassified to profit or loss and those that will not be reclassified. The consolidated statement of comprehensive loss in these consolidated financial statements did not need to be amended to reflect the presentation requirements under the amended IAS 1.

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 are accounted for using the equity method of accounting whereas for a joint operation the venturer recognizes its share of the assets, liabilities, revenue and expenses of the joint operation. Under previous IFRS, entities had 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*.

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.

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 previous IFRS, guidance on measuring and disclosing fair value was dispersed among the specific standards requiring fair value measurements and in many cases did not reflect a clear measurement basis or consistent disclosures.

Accounting Standards, Amendments and Interpretations Not Yet Effective

The following new standards 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. In response to delays to the completion of the remaining phases of the project, the IASB issued amendments to IFRS 9 and has indefinitely postponed the adoption of this standard. The amendments also provided relief from the requirement to restate comparative financial statements for the effects of applying IFRS 9. IFRS 9 is effective for annual periods beginning on or after May 1, 2018. The Company is in the process of evaluating the impact of the new standard.

IFRIC 21, Accounting for Levies Imposed by Governments

IFRIC 21 Accounting for Levies Imposed by Governments clarifies the obligating event giving rise to a liability to pay a levy. This obligating event is the activity described in the relevant legislation that triggers payment of the levy. This standard is effective for annual periods beginning on or after May 1, 2014. The Company is in the process of evaluating the impact of the new standard.

Risks and Uncertainties

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, the Company’s properties do not have a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing; and obtaining permits for drilling and other exploration activities.

Title to Mineral Property Risks

Certain of the Company’s rights to the Guadalajara Project are subject to the terms of an option Agreement which requires the Company to make certain payments in order to obtain and secure a further interest in the property. If the Company may fail to, or may choose not to, make such payments, in which case it will forfeit its interest in the property. Any failure by the Company to obtain or secure title to the property could have an adverse effect on the Company and the value of the Company’s common shares.

The Company does not maintain insurance against title. Title on mineral properties and mining rights involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mining properties. The Company has submitted concession applications to the Colombian authorities and the timing of granting such concessions is at the discretion of the Ministry of Mines and Energy. There is ongoing risk that such governmental processes will not be completed on a timely basis. The Company has diligently investigated and continues to diligently investigate and validate title to its mineral claims; however, this should not be construed as a guarantee of title. The Company cannot give any assurance that title to properties it acquired will not be challenged or impugned and cannot guarantee that the Company will have or acquire valid title to these mineral properties.

Commodity Price Risk

The Company is exposed to commodity price risk. Declines in the market price of gold, base metals and other minerals may adversely affect the Company’s ability to raise capital in order to fund its ongoing operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of its mineral property to a third party.

Financing and Share Price Fluctuation Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Company’s project may be dependent upon the Company’s ability to obtain financing through equity or debt financing or other means. Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its project which could result in the loss of its property.

Securities markets have at times in the past experienced a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company’s ability to raise additional funds through equity issues.

Political, Economic and Currency Risks

Although Colombia has a long-standing tradition respecting the rule of law, which has been bolstered in recent years by the present and former government’s policies and programs, no assurances can be given that the Company's plans and operations will not be adversely affected by future developments in Colombia. The Company's property interests and proposed exploration activities in Colombia are subject to political, economic and other uncertainties, including the risk of expropriation, nationalization, renegotiation or nullification of existing contracts, mining licenses and permits or other agreements, changes in laws or taxation policies, currency exchange restrictions, and changing political conditions and international monetary fluctuations. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines, could have a significant effect on the Company.

The Company’s equity financings are sourced in Canadian dollars but for the most part it incurs its expenditures in Colombian pesos and US dollars. At this time there are no currency hedges in place. Therefore a weakening of the Canadian dollar against the Colombian peso or US dollar could have an adverse impact on the amount of exploration conducted.

Regulatory Risks

The mining industry in Colombia is subject to extensive controls and regulations imposed by various levels of government. All current legislation is a matter of public record and the Company will be unable to predict what additional legislation or amendments may be enacted. Amendments to current laws, regulations and permits governing operations and activities of mining companies, including environmental laws and regulations which are evolving in Colombia, or more stringent implementation thereof, could cause increases in expenditures and costs, affect the Company’s ability to expand or transfer existing operations or require the Company to abandon or delay the development of its properties.

Insured and Uninsured Risks

In the course of exploration, development and production of mineral properties, the Company is subject to a number of hazards and risks in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company’s properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and a decline in the value of the securities of the Company.

Environmental and Social Risks

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present. Social risks are fairly significant in Colombia. Colombia is home to South America's largest and longest running insurgency. While the situation has improved dramatically in recent years, there can be no guarantee that it will not deteriorate in the future. Any increase in kidnapping, gang warfare, homicide and/or terrorist activity in Colombia generally may disrupt supply chains and discourage qualified individuals from being involved with the Company's operations.

Competition

The Company competes with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.