

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars, unless otherwise stated)

FOR THE YEARS ENDED MARCH 31, 2014 AND 2013

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

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(Expressed in Canadian dollars)

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Independent Auditors' Report

To the Shareholders of Tartisan Resources Corp.:

We have audited the accompanying consolidated financial statements of Tartisan Resources Corp. and its subsidiary, which comprise the consolidated statements of financial position as at March 31, 2014 and March 31, 2013 and the consolidated statements of comprehensive loss, changes in equity, and cash flows for the years then ended and related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Tartisan Resources Corp. and its subsidiary as at March 31, 2014 and March 31, 2013 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes material uncertainties that cast significant doubt about the Company's ability to continue as a going concern.

Collins Barrow Toronto LLP

Licensed Public Accountants
Chartered Accountants
July 29, 2014
Toronto, Ontario

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)
(Expressed in Canadian dollars)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	March 31, 2014	March 31, 2013
ASSETS		
CURRENT		
Cash	\$ 17,286	\$ 676
Accounts receivable (note 16)	900	18,688
Prepaid expenses and deposits	3,095	3,084
	21,281	22,448
MINERAL PROPERTIES (note 7)	224,502	223,647
MACHINERY AND EQUIPMENT (note 5)	6,894	7,841
	\$ 252,677	\$ 253,936
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (note 9)	\$ 249,165	\$ 357,785
Due to related parties (note 6)	55,364	-
Notes payable (note 4)	92,633	110,000
	397,162	467,785
DUE TO RELATED PARTIES (note 6)	-	91,517
	397,162	559,302
SHAREHOLDERS' DEFICIENCY		
SHARE CAPITAL (note 8 (a))	3,658,291	3,128,790
UNITS AND SHARES TO BE ISSUED (note 8 (a))	8,750	28,000
RESERVE FOR WARRANTS (note 8 (b) and (c))	3,940	229,325
RESERVE FOR SHARE-BASED PAYMENTS (note 8 (d))	179,247	173,331
CONTRIBUTED SURPLUS (note 8 (a))	329,555	46,591
FOREIGN CURRENCY TRANSLATION RESERVE	(30,691)	(29,819)
DEFICIT	(4,293,577)	(3,881,584)
	(144,485)	(305,366)
	\$ 252,677	\$ 253,936

NATURE OF OPERATIONS AND GOING CONCERN CONSIDERATIONS (note 1)
EVENTS AFTER THE REPORTING DATE (note 20)

Approved by the Board:

(Signed) "Paul Ankcorn", Director

(Signed) "D. Mark Appleby", Director

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

TARTISAN RESOURCES CORP.
 (An Exploration Stage Enterprise)
 (Expressed in Canadian dollars)
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	For the years ended	
	March 31, 2014	March 31, 2013
EXPENSES		
Management and consulting fees (note 9)	\$ 202,004	\$ 239,700
Depreciation	999	1,141
Directors fees (note 9)	48,000	48,000
Write-off of mineral properties (note 7)	-	10,217
Exploration costs (note 17)	26,199	118,632
Financing fee (note 4(a) and (d))	5,000	3,750
Foreign exchange loss	6,148	-
Interest and bank charges	1,681	3,195
Interest on notes payable (note 4)	16,074	3,618
Office, general and administration (note 9)	107,970	115,352
Professional fees	24,864	113,631
Share-based payments (note 8 (d))	5,916	161,500
Write-off of accounts payable and accrued liabilities (note 9)	(72,344)	-
Gain on settlement of debt (notes 8 (a)(ii) and 14)	(24,660)	(8,335)
Salaries and benefits	62,858	13,668
Rent	1,284	10,948
Net loss for the year	<u>411,993</u>	<u>835,017</u>
Other comprehensive loss		
Exchange difference on translation of foreign operations	872	5,457
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>\$ 412,865</u>	<u>\$ 840,474</u>
Basic and diluted loss per share (note 3)	<u>\$ 0.014</u>	<u>\$ 0.032</u>
Weighted average number of common shares outstanding	<u>29,943,329</u>	<u>26,285,905</u>

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)
(Expressed in Canadian dollars)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2014

	Share capital		Reserve for						Total
	Shares	Amount	Units and shares to be issued	Share-based payments	Warrants	Currency translation	Contributed surplus	Accumulated deficit	
Balance, April 1, 2013	28,405,525	\$ 3,128,790	\$ 28,000	\$ 173,331	\$ 229,325	(\$ 29,819)	\$ 46,591	(\$ 3,881,584)	(\$ 305,366)
Shares issued or issuable in private placements (note 8(a))	3,097,857	231,650	(19,250)	-	-	-	-	-	212,400
Fair value ascribed to warrants issued in private placements (note 8(b))	-	(5,057)	-	-	5,057	-	-	-	-
Share issue costs – finders compensation warrants (note 8(c))	-	(72)	-	-	72	-	-	-	-
Fair value of expired warrants	-	-	-	-	(224,954)	-	224,954	-	-
Fair value of expired finders warrants	-	-	-	-	(5,560)	-	5,560	-	-
Shares issued on settlement of debt (note 8(a)(ii))	1,233,000	98,640	-	-	-	-	-	-	98,640
Share-based payments (note 8 (d))	-	-	-	5,916	-	-	-	-	5,916
Share issue costs – cash (note 9)	-	(5,460)	-	-	-	-	-	-	(5,460)
Shares issued on settlement of debt to related parties	2,622,500	209,800	-	-	-	-	52,450	-	262,250
Exchange difference on translation of foreign operations	-	-	-	-	-	(872)	-	-	(872)
Net loss for the year	-	-	-	-	-	-	-	(411,993)	(411,993)
Balance, March 31, 2014	35,358,882	\$ 3,658,291	\$ 8,750	\$ 179,247	\$ 3,940	(\$ 30,691)	\$ 329,555	(\$ 4,293,577)	(\$ 144,485)

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)
(Expressed in Canadian dollars)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(CONTINUED)

FOR THE YEAR ENDED MARCH 31, 2013

	Share capital		Reserve for						
	Shares	Amount	Units and shares to be issued	Share-based payments	Warrants	Currency translation	Contributed surplus	Accumulated deficit	Total
Balance, April 1, 2012	25,010,258	\$ 2,486,196	\$ -	\$ -	\$ 161,785	(\$ 24,362)	\$ -	(\$ 3,046,567)	(\$ 422,948)
Shares issued or issuable in private placements (note 8(a))	2,217,267	472,100	24,250	-	-	-	-	-	496,350
Fair value ascribed to warrants issued in private placements (note 8(b))	-	(62,294)	-	-	62,294	-	-	-	-
Share issue costs – finders compensation warrants (note 8(b))	-	(5,246)	-	-	5,246	-	-	-	-
Shares issued on settlement of amounts due to related parties (note 8 (a)(ii))	878,000	182,909	-	-	-	-	36,591	-	219,500
Shares issued for consulting services (note 8(a)(iii))	200,000	50,000	-	-	-	-	-	-	50,000
Shares to be issued pursuant to issuance of note payable (note 4(a))	-	-	3,750	-	-	-	-	-	3,750
Shares issued on settlement of debt (note 8(a)(ii))	200,000	41,665	-	-	-	-	-	-	41,665
Share cancellation	(100,000)	(10,000)	-	-	-	-	10,000	-	-
Share-based payments (note 8 (d))	-	-	-	173,331	-	-	-	-	173,331
Share issue costs – cash (note 9)	-	(26,540)	-	-	-	-	-	-	(26,540)
Exchange difference on translation of foreign operations	-	-	-	-	-	(5,457)	-	-	(5,457)
Net loss for the year	-	-	-	-	-	-	-	(835,017)	(835,017)
Balance, March 31, 2013	28,405,525	\$ 3,128,790	\$ 28,000	\$ 173,331	\$ 229,325	(\$ 29,819)	\$ 46,591	(\$ 3,881,584)	(\$ 305,366)

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)
(Expressed in Canadian dollars)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended	
	March 31, 2014	March 31, 2013
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES:		
Net loss for the year	(\$ 411,993)	(\$ 835,017)
Add items not affecting cash:		
Depreciation	999	1,141
Write-off of mineral properties	-	10,217
Write-off of accounts payable and accrued liabilities	(72,344)	-
Foreign exchange loss	1,154	-
Management and consulting fees	-	50,000
Gain on settlement of debt	(24,660)	(8,335)
Financing fee	5,000	3,750
Share-based payments	5,916	173,331
Net changes in non-cash working capital balances:		
(Increase) decrease in accounts receivable	17,788	(8,461)
Increase in prepaid expenses and deposits	(12)	(2,405)
Increase in accounts payable and accrued liabilities	<u>87,025</u>	<u>138,100</u>
Cash used in operations	<u>(391,127)</u>	<u>(477,679)</u>
CASH USED IN INVESTING ACTIVITIES:		
Purchase of machinery and equipment	-	(582)
Additions to mineral properties	<u>(300)</u>	<u>(125,578)</u>
Cash used in investing	<u>(300)</u>	<u>(126,170)</u>
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES:		
Issue of common shares as part of private placements	212,400	472,100
Units to be issued	-	24,250
Increase in amounts due to related parties	201,097	21,904
Proceeds from issuance (repayment) of notes payable	-	110,000
Share issue costs	<u>(5,460)</u>	<u>(26,540)</u>
Cash provided by financing	<u>408,037</u>	<u>601,714</u>
NET INCREASE (DECREASE) IN CASH POSITION	16,610	(2,135)
CASH POSITION AT BEGINNING OF THE YEAR	<u>676</u>	<u>2,811</u>
CASH POSITION AT END OF THE YEAR	<u><u>\$ 17,286</u></u>	<u><u>\$ 676</u></u>
Supplemental disclosure of non-cash transactions:		
Shares issued for:		
Consulting services	\$ -	\$ 50,000
Settlement of debt	\$ 308,440	\$ 224,574
Fair value ascribed to warrants issued on private placements	\$ 5,057	\$ 62,294
Fair value ascribed to finders warrants issued	\$ 72	\$ 5,246
Fair value of warrants expired during the year	\$ 230,514	\$ -
Share cancellation during the year	\$ -	\$ 10,000

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MARCH 31, 2014 AND 2013

1. NATURE OF OPERATIONS AND GOING CONCERN CONSIDERATIONS:

Tartisan Resources Corp. (“Tartisan” or the “Company”) was incorporated on March 18, 2008 under the Business Corporations Act (Ontario). The Company’s registered office is at 20 Adelaide Street East, Suite 301, Toronto, Ontario, M5C 2T6 and is listed on the Canadian Stock Exchange, trading under the symbol “TTC”.

The Company is in the business of acquiring, exploring for and developing mineral properties in Perú. Substantially all of the efforts of the Company are devoted to these business activities. To date the Company has not earned significant revenue and is considered to be in the exploration stage. The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a “going concern”, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The business of mining and exploring for minerals involves a high degree of risk and there is no guarantee that the Company’s exploration programs will yield positive results or that the Company will be able to obtain the necessary financing to carry out the exploration and development of its mineral property interests.

Although the Company has taken steps to verify title to the properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, undetected defects, unregistered claims, native land claims, and non-compliance with regulatory and environmental requirements.

The Company incurred a net loss of \$411,993 for the year ended March 31, 2014 (year ended March 31, 2013 - \$835,017) and has an accumulated deficit of \$4,293,577 as at March 31, 2014 (March 31, 2013- \$3,881,584), and expects to incur further losses in the development of its business, all of which casts substantial doubt upon the Company’s ability to continue as a going concern. The Company will require additional financing in order to conduct its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due.

These consolidated financial statements have been prepared on a going-concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business.

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. Accordingly, these consolidated financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these consolidated financial statements.

2. BASIS OF PRESENTATION:

Statement of Compliance

These consolidated financial statements have been prepared in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

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FOR THE YEARS ENDED MARCH 31, 2014 AND 2013

2. BASIS OF PRESENTATION (continued):

Statement of Compliance (continued)

These consolidated financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation and that are effective on March 31, 2014.

The accounting policies set out below and in Note 3 have been applied consistently to all periods presented in these consolidated financial statements.

These consolidated financial statements were approved by the board of directors for issue on July 29, 2014.

Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are stated at fair value.

Presentation Currency

These consolidated financial statements are presented in Canadian dollars, which is the presentation currency of the Company. The functional currency of the Peruvian subsidiary is the Peruvian Nuevo Sol.

Use of Estimates and Judgement

The preparation of consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results may differ from those estimates.

Significant estimates and judgements used in the preparation of these consolidated financial statements include, but are not limited to, the recoverability of mineral properties, warrant and stock option valuations, title to mineral property interests, deferred income taxes, the recoverability of accounts receivable, management's going concern assessment, the useful life of machinery and equipment, the amounts recorded for related party transactions, the recording of liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of income and expenditures during the reporting period and the determination of functional currency. Actual results could differ from management's best estimates.

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(An Exploration Stage Enterprise)
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2014 AND 2013

3. SIGNIFICANT ACCOUNTING POLICIES:

PRINCIPLES OF CONSOLIDATION

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Minera Tartisan Perú S.A.C. (“Minera”), which is incorporated in Perú. All significant inter-company transactions have been eliminated upon consolidation.

MINERAL PROPERTIES AND EXPLORATION EXPENDITURES

The Company expenses exploration expenditures as incurred. Costs attributable to property acquisitions are capitalized as mineral properties while exploration expenditures on the property can only be capitalized once mineral reserves have been established. Once a mineral reserve has been established, all development costs will be capitalized. These costs together with the costs of mineral properties will be charged to operations on a unit-of-production method based on estimated recoverable reserves. If the mineral properties are abandoned, or when impairment in value has been determined, the capitalized costs will be charged to operations.

The Company applies for early recovery of Impuesto General A Las Ventas (“IGV”) on certain exploration expenditures it incurs in Perú. IGV is a value added tax charged on all goods and services. The IGV expenditures are partially refundable if recovery is applied for early. Based on management’s best estimate the portion refundable is included in accounts receivable and the amount not refundable to the Company is expensed to exploration or capitalized to mineral properties if the Company has established mineral reserves in accordance with the Company’s accounting policy. In addition, any amount not refunded to the Company can be used to offset amounts due to the Peruvian Revenue Service by the Company resulting from IGV charged to clients on future sales. Moreover, if the Company recovers amounts that have been deferred, the amount received will be applied to reduce mineral properties or taken as a credit against current exploration expenses depending on the prior treatment. The aggregate recoverable against IGV collected on potential future revenues earned by the Peruvian subsidiary is \$102,578 accumulated as at March 31, 2014 (March 31, 2013- \$102,578).

The Company reviews its mineral properties to determine if events or changes in circumstances have transpired which indicate that the carrying value of its assets may not be recoverable. The recoverability of costs incurred on the mineral properties is dependent upon numerous factors including exploration results, environmental risks, commodity risks, political risks, and the Company’s ability to attain profitable production. It is reasonably possible, based on existing knowledge, that change in future conditions in the near-term could require a change in the determination of the need for, and amount of, any write down.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess accounted for as a gain on disposal.

SHARE CAPITAL

Costs incurred to issue common shares are deducted from share capital.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued):

INCOME TAXES

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

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

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; any differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

MACHINERY AND EQUIPMENT

Machinery and equipment are carried at cost less accumulated depreciation and impairment losses. Initially, an item of machinery and equipment is measured at its cost, which comprises its purchase price and any directly attributable costs of bringing the asset to working condition. Subsequent expenditures are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance, will flow to the Company. All other subsequent expenditures are recognized as an expense in the period in which they are incurred.

Where an item of machinery and equipment comprises significant components with different useful lives, the components are accounted for as separate items of machinery and equipment and depreciated separately.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2014 AND 2013

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

MACHINERY AND EQUIPMENT (continued)

Expenditures incurred to replace a component of an item of machinery and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized and day-to-day maintenance costs are expensed. Expenses which are directly attributable to major capital projects and site preparation are capitalized until the asset is brought to a working condition for its intended use. These costs include dismantling and site restoration costs to the extent these are recognized as a provision.

Depreciation is recognized in profit and loss and is provided on a declining balance basis using the following rates:

Machinery and equipment.....20%

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

PROPERTY EVALUATION AND PRE-ACQUISITION COSTS

The Company expenses evaluation and pre-acquisition costs relating to the evaluation of potential mineral property acquisitions in the period in which they are incurred.

IMPAIRMENT OF LONG-LIVED ASSETS

The carrying amounts of the Company's long-lived assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. In addition, capitalized mineral properties costs are assessed for impairment upon demonstrating the technical feasibility and commercial viability of the project.

Impairment is determined for an individual asset unless the asset does not generate cash inflows that are independent of those generated from other assets or group of assets, in which case, the individual assets are grouped together into cash generating units ("CGU") for impairment purposes.

Impairment exists when the carrying amount of the asset, or group of assets, exceeds its recoverable amount. The impairment loss is the amount by which the carrying value exceeds the recoverable amount and such loss is recognized in the statement of comprehensive loss. The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value in use.

A previously recognized impairment loss is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized such that the recoverable amount has increased.

RECLAMATION OBLIGATIONS

A legal or constructive obligation to incur restoration, rehabilitation, and environmental costs may arise when environmental disturbance is caused by the exploration, development, or ongoing production of a mineral property interest. The Company's exploration activities are subject to various governmental laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. The fair value of the liability for an asset retirement obligation is recorded when it is incurred and the corresponding increase to the asset is amortized over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at March 31, 2014, the Company has not incurred any reclamation obligations (2013 – Nil).

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2014 AND 2013

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

LOSS PER SHARE

Loss per share is based on the weighted average number of common shares of the Company outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding share options and warrants, in the weighted average number of common shares outstanding during the period, if dilutive. Options and warrants outstanding had no effect at year end.

TRANSLATION OF FOREIGN CURRENCIES

(i) Functional currency:

The consolidated statements are presented in Canadian dollars, which is the Company's functional and presentation currency. Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The functional currency of the Company is the Canadian dollar and the functional currency of the Company's Peruvian subsidiary in Peru is the Peruvian Nuevo Sol.

(ii) Transactions and balances:

Transactions in foreign currencies are initially recorded in the functional currency at the rate in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the spot rate of exchange in effect at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. All exchange differences are recorded in the foreign exchange gain or loss in the consolidated statement of comprehensive loss under foreign exchange gain (loss).

(iii) Translation of foreign operations:

The results and financial position of Tartisan's wholly-owned subsidiary, Minera, has a functional currency different from the presentation currency of the Company and are therefore translated into the presentation currency as follows:

1. Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
2. Share capital is translated using the exchange rate at the date of the transaction
3. Revenue and expenses for each statement of comprehensive loss are translated at average exchange rates during the period; and
4. All resulting exchange differences are recognized as a separate component of equity and as an exchange difference on translation of foreign operations in other comprehensive income (loss) in the consolidated statement of comprehensive loss.

The Company treats specific inter-company loan balances, which are not intended to be repaid in the foreseeable future, as part of its net investment in foreign operations which is recorded as an exchange difference on translation of foreign operations in other comprehensive income (loss) in the consolidated statement of comprehensive loss. When a foreign entity is sold, such exchange differences are recognized in the statement of comprehensive loss as part of the gain or loss on sale.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued):

WARRANTS

Proceeds from unit placements are allocated between shares and warrants issued according to the residual value method. The fair value of the shares is determined based on the quoted market price per share at the time of issuance with the residual value being allocated to the warrants. For agent and finders warrants issued in the year, in the absence of a reliable measurement of the services received, the services have been measured at the fair value of agent and finders warrants issued. On the warrants expiry, the fair value previously allocated to warrants is reclassified to contributed surplus.

FINANCIAL INSTRUMENTS

Financial assets -

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company's cash is classified as FVTPL.

Financial assets classified as loans and receivables and held-to-maturity are measured at amortized cost. The Company's accounts receivable, excluding HST/GST receivable, are classified as loans and receivables. Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value arising when there is objective evidence of impairment. At March 31, 2014, the Company has not classified any financial assets as available-for-sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities -

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities, notes payable and due to related parties are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held-for-trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated statement of comprehensive loss. At March 31, 2014, the Company has not classified any financial liabilities as FVTPL.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued):

FINANCIAL INSTRUMENTS (continued)

Impairment of financial assets -

The Company assesses at each date of the consolidated statement of financial position whether a financial asset is impaired.

a) Assets carried at amortized cost

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in the consolidated statement of comprehensive loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of comprehensive loss.

In relation to accounts receivable, a provision for impairment is made and an impairment loss is recognized in profit and loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

b) Available-for-sale

If an available-for-sale asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in profit or loss, is transferred from equity to profit or loss.

Fair value classification -

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

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3. SIGNIFICANT ACCOUNTING POLICIES (continued):

FINANCIAL INSTRUMENTS (continued)

Fair value classification – (continued)

- Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash is considered Level 1 in the hierarchy.

PROVISIONS

Provisions are recognized when (a), the Company has a present obligation (legal or constructive) as a result of a past event, and (b), it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the consolidated statement of comprehensive loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

SHARE-BASED PAYMENTS

The fair value of share-based payment transactions to non-employees and other share-based payments including shares issued to acquire mineral properties or shares and warrants issued against services received are based on the fair value of the goods and services received. If the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or services. The fair value of agents' and finders warrants is measured at the date that the Company receives the services.

The Company offers a share option plan for its directors, officers, employees and consultants. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by increasing reserve for share-based payments based on the number of awards expected to vest. Any consideration paid on exercise of share options is credited to share capital. The reserve for share-based payments resulting from share-based compensation is transferred to share capital when the options are exercised.

The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. Consideration paid on exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves for share-based payments to share capital.

NEW STANDARDS ISSUED AND EFFECTIVE FOR THE CURRENT FISCAL YEAR

The adoption of the following standards has not had a significant impact on the Company's financial position or performance:

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3. SIGNIFICANT ACCOUNTING POLICIES (continued):

NEW STANDARDS ISSUED AND EFFECTIVE FOR THE CURRENT FISCAL YEAR (continued)

IFRS 11, Joint Arrangements ("IFRS 11")

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.

IFRS 13, Fair Value Measurement ("IFRS 13")

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS. 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.

IFRS 10, Consolidation ("IFRS 10")

IFRS 10 requires an entity to consolidate an investee when the entity 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.

IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12")

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.

Amendments to other standards

In addition, there have been amendments to existing standards, including IAS 27, Separate Financial Statements (IAS 27), and IAS 28, Investments in Associates and Joint Ventures (IAS 28). IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10-13.

RECENT STANDARDS ISSUED AND NOT YET EFFECTIVE

IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 reflects the IASB's work to date on the replacement of Financial Instruments: Recognition and measurement ("IAS 39"), and applies to the classification and measurement of financial assets and financial liabilities as defined in IAS 39. In November 2013, the IASB issued a new version of IFRS 9 (IFRS 9 (2013)) which includes the new hedge accounting requirements and some related amendments to IAS 39, Financial Instruments – Recognition and Measurement and IFRS 7, Financial Instruments – Disclosures. IFRS 9 has effective date for the period beginning January 1, 2018.

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4. NOTES PAYABLE:

	March 31, 2014	March 31, 2013
Gateway Solutions S.A.C. (a)	\$ 27,633	\$ 25,000
Related company (c)	-	25,000
Other individuals (b) and (d)	65,000	60,000
	<u>\$ 92,633</u>	<u>\$ 110,000</u>

- a) The Company entered into an arrangement with Gateway Solutions S.A.C; whereby, Gateway Solutions S.A.C. provided a loan to the Company in the amount of USD\$25,000, bearing interest at a rate of 12% per annum. In addition, 25,000 common shares have been agreed to be issued as part of a financing fee with a deemed value of \$0.15 per share for an aggregate deemed value of \$3,750. The foregoing shares have been classified as shares to be issued in the consolidated statement of financial position as of March 31, 2014 and March 31, 2013 and expensed as a financing fee in the consolidated statement of comprehensive loss for the year ended March 31, 2013. The shares are to be issued to a significant shareholder of Gateway Solutions S.A.C. The Company also guarantees that it will contract Gateway Solutions S.A.C. to manage and operate all of its future Peruvian exploration projects; including any drilling to be performed. The amounts are due on demand. Tartisan guarantees that it will refund the total amount owed to Gateway Solutions S.A.C. within two weeks of announcing cumulative placements from February 2, 2013 that total more than \$350,000. As of March 31, 2014, accounts payable and accrued liabilities include \$3,410 of accrued interest with respect to the foregoing note payable
- b) The Company issued a promissory note in the principal amount of \$25,000 to an unrelated individual, bearing interest at a rate of 1% per month and is due on demand. As of March 31, 2014, accounts payable and accrued liabilities include \$3,418 of accrued interest with respect to the foregoing note payable.
- c) The Company issued a promissory note in the principal amount of \$25,000, bearing interest at a rate of 1% per month and is due on demand. The debt financing was received from a company controlled by an individual related to the Chief Executive Officer. During 2014, the Company issued 282,500 common shares with a fair value of \$22,600, in aggregate, for settlement of the foregoing note payable plus accrued interest for an aggregate settlement amount of \$28,250. Accordingly, a gain on settlement of debt in the amount of \$5,650 was recognized in the consolidated statement changes in equity for the year ended March 31, 2014.
- d) The Company issued a promissory note in the principal amount of \$35,000 to an unrelated individual, bearing interest at a rate of 1% per month and was due on August 11, 2013. The promissory note has been guaranteed by an officer of the Company. During 2014, a financing fee of \$5,000 was charged to the Company bringing the aggregate note payable balance to \$40,000 as of March 31, 2014. As of March 31, 2014, accounts payable and accrued liabilities include \$5,600 of accrued interest with respect to the foregoing note payable.

The foregoing individual filed a statement of claim against the Company and the Company's Chief Executive Officer subsequent to year-end (see note 20).

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5. MACHINERY AND EQUIPMENT:

		Machinery and Equipment
Cost		
As at April 1, 2012	\$	12,393
Additions		592
Disposals		-
Effect of foreign exchange		589
As at March 31, 2013	\$	13,574
Additions		-
Disposals		-
Effect of foreign exchange		51
As at March 31, 2014	\$	13,626
Accumulated depreciation		
As at April 1, 2012	\$	4,592
Depreciation expense		1,141
Effect of foreign exchange		-
As at March 31, 2013	\$	5,733
Depreciation expense		999
Effect of foreign exchange		-
As at March 31, 2014	\$	6,732
Net book value		
As at March 31, 2013	\$	7,841
As at March 31, 2014	\$	6,894

6. DUE TO RELATED PARTIES:

The amounts due to related parties are interest free with no specified terms of repayment. The amounts are due to officers and directors of the Company.

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7. MINERAL PROPERTIES AND COMMITMENTS:

The Company, through its wholly-owned Peruvian subsidiary, Minera, has a 100% interest in 9 (2013 - 7) mining concessions in Peru, covering approximately 4,360 (2013- 3,660) hectares.

During 2013, the Company made its final option payment towards the La Victoria property in Peru. This payment has secured for the Company a 100% unencumbered interest in two key mining concessions that form part of the property. The mineral rights for the entire property area are now owned 100% by Tartisan with no residual ownership royalties. The final payment totalled US \$100,000.

Accumulated mineral property costs have been incurred as follows:

Balance, April 1, 2012	\$ 105,679
Acquisition costs	125,578
Write-off of mineral properties	(10,217)
Effect of foreign exchange	<u>2,607</u>
Balance, March 31, 2013	223,647
Acquisition costs	300
Write-off of mineral properties	-
Effect of foreign exchange	<u>555</u>
Balance, March 31, 2014	<u>\$ 224,502</u>

LA VICTORIA PROPERTY

La Victoria Property (the "Property") is located in the department of Ancash, in Perú, covering an aggregate area of 3,760 (2013- 3,334) hectares. The Property consists of 8 (2013- 7) mineral concessions.

On July 17, 2009, the Company entered into an Option Agreement to acquire a 100% interest in mining concessions covering approximately 761 hectares in Perú.

In order to acquire a 100% interest in these concessions, the Company must make the following US dollar cash payments:

<u>Date</u>	<u>Amount</u>
As at the date of signature, July 17, 2009 (fulfilled)	\$ 10,000
On August 13, 2010 (fulfilled)	17,100
On February 13, 2011 (fulfilled)	15,000
On August 13, 2011 (fulfilled)	20,000
On February 13, 2012 (fulfilled)	20,000
On August 13, 2012 (fulfilled)	20,000
On February 13, 2013 (fulfilled)	<u>100,001</u>
	<u>\$ 202,101</u>

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7. MINERAL PROPERTIES AND COMMITMENTS: (continued)

LA VICTORIA PROPERTY (continued)

During 2014, the Company entered into a letter agreement providing Eloro Resources Ltd. (“Eloro”) with an option to acquire a 50% interest in the Property. In order for Eloro to earn its interest in the Property, Eloro must make the following option payments and incur exploration expenditures, as follows:

To earn a 50% interest:

<u>Date</u>	<u>Option Payment</u>	Exploration Expenditures
On signing of the definitive agreement (received; see note 20)	\$ 50,000	-
1 year from the date of the definitive agreement	50,000	250,000
2 years from the date of the definitive agreement	50,000	350,000
3 years from the date of the definitive agreement	-	400,000
4 years from the date of the definitive agreement	-	500,000
	<u>\$ 150,000</u>	<u>\$ 1,500,000</u>

Upon Eloro earning its 50% interest, a joint venture will be formed to continue the exploration and development of the Property.

During the earn-in period, Eloro has the right of first refusal in the event that the Company enters into an agreement to sell its interest in the Property. If Eloro does not exercise its right of first refusal and the Company sells its interest in the Property, the Company must make a payment to Eloro for an amount equal to 3 times of the aggregate operation payment and exploration expenditures incurred by Eloro up to the date of the sale.

The completion of the transaction is subject to due diligence by Eloro, approval by the board of directors of the Company and Eloro, approval from regulators and the execution of a definitive agreement (see note 20 for execution of the definitive agreement).

Under Peruvian law, the concessions acquired from the government remain in good standing as long as the annual registration payments (\$3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

In addition, concession holders must reach an annual production of a least US \$100 per hectare in gross sales within six years from January 1st of the year following the date the title was granted. If there is no production on the claim within that period, the concession holder must pay a penalty of US \$6 per hectare under the general regime, US \$1 for small scale miners, and US \$0.50 for artisan miners, during the 7th through the 11th years following the granting of the concession. From the 12th year onwards the penalty is equal to US \$20 per hectare under the general regime, US \$5 per hectare for small scale miners and US \$3 for artisan miners. The concession holder is exempt from the penalty if exploration expenditures incurred during the previous year were ten times the amount of the applicable penalty.

Failure to pay the licence fees or the penalty for two consecutive years will result in the forfeiture of the concession.

The Company’s mineral concessions are in good standing through to March 31, 2014. Tax and concession payments amount to approximately \$11,000 per annum (2013- \$10,000 per annum).

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7. MINERAL PROPERTIES AND COMMITMENTS: (continued)

LA VICTORIA PROPERTY (continued)

As at March 31, 2014, the Company had the following commitments:

- During 2012, the Company contracted a company to perform geophysical work on its Victoria Property for US\$44,870, in aggregate. During 2012, US\$28,134 of the overall balance was paid and expensed to exploration costs in the consolidated statement of comprehensive loss. The remaining balance of US\$16,736 has been included in accounts payable and accrued liabilities as of March 31, 2013 and March 31, 2014.
- On December 1, 2012, the Company contracted a company to provide research and capital market exposure services. Pursuant to the agreement, the Company must make monthly payments of \$6,000, and is required to grant stock options to acquire up to 200,000 common shares at an exercise price of \$0.25 per share, exercisable over a five year period. The fair value of the stock options to be issued amounts to \$17,747(2013 – 11,831) and has been included in reserve for share-based payments and expensed to office, general and administration in the consolidated statement of comprehensive loss during 2014 and 2013 (see note 8 (d) for stock option valuation information). During 2014, the Company issued 305,100 common shares with a fair value of \$24,408 on settlement of debt of \$30,510 owing to the foregoing consultant for a gain of \$6,102. The gain on settlement of debt is included in profit or loss.

8. SHARE CAPITAL:

a) Common shares:

Authorized:

Unlimited number of common shares

(i) Issued for cash

Year ended March 31, 2014

In April 2013, the Company completed private placements and issued 690,000 units at \$0.10 per unit for aggregate gross proceeds of \$69,000. Each unit consisted of one common share and one-half of a common share purchase warrant exercisable at \$0.20, expiring through April 9, 2014. In connection with the foregoing private placements, 7,200 finders warrants were issued with a fair value of \$72. The finders warrants are exercisable into one common share at \$0.20, expiring on April 9, 2014. In addition, finders fees of \$1,260 were paid to eligible finders.

In July 2013, the Company completed private placements and issued 1,500,000 units at \$0.06 per unit for aggregate gross proceeds of \$90,000. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.15, expiring through July 31, 2014. The Company paid share issue costs of \$600 in connection with the above noted private placements.

In March 2014, the Company completed private placements and issued 762,857 units at \$0.07 per unit for aggregate gross proceeds of \$53,400. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.14, expiring through March 28, 2015. The Company paid share issue costs of \$3,600 in connection with the above noted private placements.

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8. SHARE CAPITAL (continued):

a) Common shares (continued):

(i) Issued for cash (continued)

Year ended March 31, 2013

In May through to September 2012, the Company completed private placements and issued 1,395,000 units at \$0.25 per unit for aggregate gross proceeds of \$348,760. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.40 expiring on March 12, 2014.

In November and December 2012, the Company completed private placements and issued 822,267 units at \$0.15 per unit for aggregate gross proceeds of \$123,340. Each unit consisted of one common share and one-half of a common share purchase warrant exercisable at \$0.25 expiring through to December 19, 2013 (see note 8 (c) for details regarding the expiry of warrants).

The Company paid the following to eligible finders: (a) a commission equal to 8% of the gross proceeds raised, which totalled \$19,840; and (b) a commission equal to 8% of the number of units issued, which totalled 71,200 finders warrants being issued with a fair value of \$5,246 (see note 8 (c) for details with respect to Agent's and Finders Warrants). The Company paid other share issue costs of \$6,700 to a director of the Company.

In connection with the above-mentioned private placements, 1,806,133 warrants were issued with a fair value of \$62,294.

The residual method was used in determining the fair value of warrants issued in connection with unit placements completed during 2013 and 2014.

(ii) Issued for settlement of amounts due to related parties and debt, and share cancellation

Year ended March 31, 2014

During 2014, the Company issued 3,855,500 common shares with a fair value of \$308,440 on settlement of debt amounting to \$385,550. Accordingly, the Company recorded a gain on settlement of debt in the amount of \$24,660 in the statement of comprehensive loss for the year ended March 31, 2014 and an amount of \$52,450 in contributed surplus. 2,622,500 of the foregoing shares were issued to officers and directors of the Company and their affiliates for an aggregate settlement amount of \$262,250. The gain of settlement of \$52,450 have been credited to contributed surplus as these shares were issued to officers and directors of the Company, and was in essence, a capital transaction.

Year ended March 31, 2013

During 2013, 878,000 common shares were issued with a fair value of \$182,909 on settlement of debt due to related parties amounting to \$219,500 in aggregate. The gain on settlement of \$36,591 has been credited to contributed surplus as these shares were issued to officers and directors of the Company, and was in essence, a capital transaction.

During 2013, 200,000 common shares were issued with a fair value of \$41,665 to a vendor of the company on settlement of debt in the amount of \$50,000. A gain on settlement of \$8,335 was recognized in the consolidated statement of comprehensive loss.

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8. SHARE CAPITAL (continued):

a) Common shares (continued):

- (ii) Issued for settlement of amounts due to related parties and debt, and share cancellation (continued)

During 2013, 100,000 common shares were cancelled with a value of \$10,000. Accordingly, the amount was reclassified from share capital to contributed surplus.

- (iii) Issued for consulting services

Year ended March 31, 2013

During 2013, the Company issued 200,000 common shares with a deemed value of \$0.25 per share aggregating \$50,000 for corporate administrative services. The foregoing shares were issued to individuals related to an officer of the Company.

- (iv) Units and shares to be issued

Year ended March 31, 2014 and 2013

As of March 31, 2013, 195,000 units at \$0.10-\$0.15 per unit were issuable for cash proceeds received of \$24,250. Each unit consists of one common share and one-half of one common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.20-\$0.25 expiring through to April 9, 2014. During 2014, 145,000 of the foregoing units were issued. Therefore, as of March 31, 2014 there were 50,000 units remaining to be issued for cash proceeds received of \$5,000.

In addition, as of March 31, 2014 and 2013, pursuant to an arrangement with Gateway Solutions S.A.C., the Company was committed to issue 25,000 common shares with a deemed value of \$0.15 per share aggregating \$3,750.

b) Warrants:

As of March 31, 2014, the following share purchase warrants were outstanding and exercisable:

Expiry Date	Number of Warrants	Exercise price
April 9, 2014	370,000	\$0.20
July 31, 2014	1,500,000	\$0.15
March 28, 2015	762,857	\$0.14
	2,632,857	

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8. SHARE CAPITAL (continued):

b) Warrants: (continued)

A summary of the status of the warrants as of March 31, 2014 and March 31, 2013 and changes during the years are presented below:

	Number of warrants	Weighted average exercise price (\$)
Balance, April 1, 2012	3,744,357	\$ 0.35
Issued pursuant to private placements (note 8 (a))	1,806,133	0.36
Exercised	-	-
Expired	-	-
Balance, March 31, 2013	5,550,490	\$ 0.36
Issued pursuant to private placements (note 8 (a))	2,608,357	0.16
Issued pursuant to shares issued in prior year (Note 8 (a))	72,500	-
Exercised	-	-
Expired	(5,597,990)	(0.36)
Balance, March 31, 2014	<u>2,632,857</u>	<u>\$ 0.15</u>

See note 20 for additional warrant information relevant to the expiry of warrants subsequent to year-end.

c) Agent's and Finders' Warrants:

As of March 31, 2014, the following Agent's and Finders' Warrants were outstanding and exercisable:

Expiry Date	Number of Agent's and Finders Warrants	Exercise price
April 9, 2014	<u>7,200*</u>	\$0.20

As the value of services received could not be reliably measured, the services have been measured at the fair value of agent and finders' warrants issued using the Black-Scholes model.

*Each warrant entitles the holder to purchase one common share in the Company.

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8. SHARE CAPITAL (continued):

c) Agent's and Finders' Warrants: (continued)

A summary of the status of the Agent's and Finders Warrants as of March 31, 2014 and March 31, 2013 and changes during the years are presented below:

	Number of Agent's and Finders Warrants	Weighted average exercise price
Balance, April 1, 2012	7,850	\$ 0.35
Issued	71,200	0.25
Exercised	-	-
Expired	-	-
<hr/>		
Balance, March 31, 2013	79,050	\$ 0.26
Issued	7,200	0.20
Exercised	-	-
Expired	(79,050)	0.26
<hr/>		
Balance, March 31, 2014	<u>7,200</u>	<u>\$ 0.20</u>

d) Stock Option Plan:

On December 21, 2010, the Company's stock option plan (the "Option Plan") was approved by the Board of Directors. Pursuant to the terms of the Option Plan, the Board may designate directors, officers, employees and consultants of the Company eligible to receive options to acquire such numbers of common shares as the Board may determine, each option so granted being for a term specified by the Board up to a maximum of five years from the date of grant. The maximum number of common shares reserved for issuance for options granted under the Option Plan at any time is 10% of the issued and outstanding common shares in the capital of the Company.

A summary of the status of the stock options as of March 31, 2014 and March 31, 2013 and changes during the years are presented below:

	Number of options	Weighted average exercise price
Balance, April 1, 2012	-	-
Granted	2,500,000	\$ 0.25
Exercised	-	-
Forfeited or cancelled	-	-
<hr/>		
Balance, March 31, 2014 and 2013	<u>2,500,000</u>	<u>\$ 0.25</u>

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8. SHARE CAPITAL (continued):

d) Stock Option Plan: (continued)

The following table summarizes the options outstanding and exercisable at March 31, 2013 and 2014:

Number of Options	Exercise Price	Expiry Date
2,500,000	\$0.25	October 4, 2017

The fair value of the 2,500,000 stock-based payments made through fiscal 2013 was calculated using the Black-Scholes option pricing model with the following assumptions:

Share price	\$ 0.10
Exercise price	\$ 0.25
Risk-free rate	1.26%
Expected volatility based on comparable companies	105%
Expected life of stock options	5 years
Expected dividend yield	0.0%
Fair value of share-based payment	\$ 161,500
Fair value per stock option	\$ 0.0645

The fair value of the share-based payments recorded for options granted and vested during the year ended March 31, 2013 was \$161,500 and has been expensed to net loss and comprehensive loss, with a corresponding allocation of \$161,500 to reserve for share-based payments. The fair value of the 200,000 stock options to be granted to a consultant of the Company was valued using the Black-Scholes model as the fair value of the services was not reliably determinable. The fair value amounted to \$5,916 (2013 -\$11,831) has been included in reserve for share-based payments and expensed to office, general and administration in the consolidated statement of comprehensive loss for the year ended March 31, 2014 and 2013.

9. RELATED PARTY TRANSACTIONS:

The following related party transactions occurred and were reflected in the consolidated financial statements during the years ended March 31, 2014 and 2013 as follows:

	2014	2013
Key management compensation:		
Management and consulting fees expense:		
Consulting fees were charged by a director and Chief Financial Officer for financial management services	\$ 27,000	\$ 58,000
Corporate administrative fees were charged by a former Chief Executive Officer and a company controlled by the individual	\$ 27,000	\$ 58,000
Corporate administrative fees were charged by a company controlled by the Chief Executive Officer	\$ 60,000	\$ 66,000

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9. RELATED PARTY TRANSACTIONS: (continued)

Share issue costs:

Commissions on certain private placements were charged by a director and an individual related to him and the former Chief Executive Officer	\$ 1,140	\$ 6,700
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Directors fees expense:

Directors fees were charged by certain directors	\$ 48,000	\$ 48,000
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Share-based payments expense:

Stock options were issued to officers and directors	\$ -	\$ 148,350
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Other related party transactions:

Management and consulting fees expense:

Corporate administrative fees were charged by an officer at the time of the transactions and individuals related to an officer	\$ 50,000	\$ 50,000
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Office, general and administration expenses:

Transfer agent fees were charged by a company with a common director	\$ 6,668	\$ 9,974
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See notes 4, 6, 7 and 8 for additional related party information.

As of March 31, 2014, accounts payable and accrued liabilities include \$69,131 (2013- \$155,989) due to these related parties. During 2014, the Company negotiated with one of its vendors to write-off accounts payable and accrued liabilities amounting to \$81,749 (inclusive of GST/HST of \$9,405). Therefore, the total write-off of accounts payable and accrued liabilities recognized in the consolidated statement of comprehensive loss for the year ended March 31, 2014 amounted to \$72,344. The foregoing vendor was also an officer of the Company at the time of the transaction.

10. INCOME TAXES:

(a) The following table reconciles the income tax provision from the expected amount based on statutory rates of: Canada - 26.5% & Peru - 30% (2013: Canada - 26.5% & Peru - 30%) to the amount reported for financial statement purposes for the years ended March 31, 2014 and 2013:

	2014	2013
Components of the income tax provision:		
Expected income recovery at statutory rates	(109,178)	(221,280)
Deductible and non-deductible items	(3,497)	64,037
Changes in tax rates and other permanent differences	-	16,150
Expired and unrecognized tax losses and assets	<u>112,675</u>	<u>141,093</u>
Deferred income tax (recovery)	<u>\$ -</u>	<u>\$ -</u>

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10. INCOME TAXES: (continued)

- (b) The tax effects of temporary differences that give rise to deferred income tax assets at March 31, 2014 and March 31, 2013 are as follows:

	2014	2013
Deferred tax assets:		
Non-capital loss carryforwards	\$ 815,771	\$ 736,396
Mineral properties	96,944	97,201
Share issue costs	<u>16,128</u>	<u>24,904</u>
	928,843	858,501
Less deferred tax asset not recognized	<u>(928,843)</u>	<u>(858,501)</u>
	<u>\$ -</u>	<u>\$ -</u>

- (c) The Company has non-capital losses of approximately \$2,448,226 in Canada which expire through 2034 and \$556,636 in Perú which potentially expire through 2017. The benefit of these losses has not been recognized for financial statements purposes.

- (d) During the 2014, the Company paid \$nil (2013 - \$nil) in respect of income taxes.

11. CAPITAL DISCLOSURES:

The Company considers its capital to include components of shareholders' deficiency, which is comprised of share capital, units and shares to be issued, reserve for warrants, reserve for share-based payments, contributed surplus, foreign currency translation reserve, and deficit, which as at March 31, 2014 totalled \$144,485 (March 31, 2013- shareholders' deficiency of \$305,366)

The Company's objectives in managing capital are: to maintain adequate levels of funding to support its expenditures arising from the Company's investments; to safeguard the Company's ability to continue as a going concern in order to pursue investments and new projects of merit; and to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are 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 administrative costs, the Company will continue to assess its existing working capital and raise additional amounts as needed. 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.

There were no changes in the Company's approach to capital management during the year ended March 31, 2014 and 2013. Neither the Company nor its subsidiary are subject to externally imposed capital requirements.

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12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT:

Fair value

The Company has determined the estimated fair value of its financial instruments based on estimates and assumptions. The actual results may differ from those estimates and the use of different assumptions or methodologies may have a material effect on the estimated fair value amounts.

The fair values of cash, accounts receivable, accounts payable and accrued liabilities, due to related parties and notes payable are comparable to their carrying values due to the relatively short period to maturity of these instruments.

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

Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash. The Company's cash is held with a Canadian Chartered bank in Perú and Canada. Management believes that the credit risk and the risk of loss with respect to cash are remote because cash deposits are placed with a major bank with strong investment-grade ratings by a primary ratings agency.

The Company's credit risk with respect to accounts receivable is not considered significant.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2014, the Company had cash of \$17,286 (2013- \$676) to settle current liabilities of \$397,162 (2013 - \$467,785). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The ability of the Company to continue to pursue its exploration activities and continue as a going concern is dependant on its ability to secure additional equity or other financing.

Accounts payable, accrued liabilities, due to related parties and notes payable are due within twelve months of the date of the consolidated statement of financial position.

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company is exposed to interest rate risk as the notes payable have fixed interest rates. Accordingly, the Company's notes payable are subject to fair value risk.

Foreign currency risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company uses the Canadian dollar as its presentation currency for these consolidated financial statements. The Company operates in Peru, giving rise to exposure to market risks from changes in foreign exchange rates. The Company currently does not use derivative instruments to hedge its exposure to those risks.

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12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued):

Political Risk

The properties are located in Perú; accordingly, the Company is subject to risks normally associated with exploration and development of mineral properties in Perú. The Company's ability to conduct future exploration and development activities is subject to changes in government regulations and shifts in political attitudes over which the Company has no control.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company. The Company monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Business Risk

There are numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company's current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether. The success of the operations and activities are dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgment, as well as the expertise and competence of outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company's operations and financial performance.

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13. SEGMENTED INFORMATION:

The Company operates in a single reportable operating segment, the exploration and development of mineral properties. Segmented geographic information is as follows:

The following table allocates total assets by segment:

As at	March 31, 2014	March 31, 2013
<u>Current</u>		
Canada	\$ 17,285	\$ 18,466
Perú	<u>3,995</u>	<u>3,982</u>
	21,280	22,448
<u>Non Current</u>		
Canada	\$ -	\$ -
Perú	<u>231,397</u>	<u>231,488</u>
Total assets	<u>\$ 252,677</u>	<u>\$ 253,936</u>

The following table allocates net loss by segment:

	Year ended March 31, 2014	Year ended March 31, 2013
Canada	\$ 303,783	\$ 680,249
Perú	<u>108,210</u>	<u>154,768</u>
Net loss	<u>\$ 411,993</u>	<u>\$ 835,017</u>

14. SETTLEMENT OF DEBT:

During 2014, management negotiated with a vendor to receive shares in lieu of cash and therefore issued 3,855,500 (2013 – 200,000) common shares with a fair value of \$308,440 (2013- \$41,665) for an aggregate debt settlement amount of \$385,550 (2013 - \$50,000). Accordingly, a gain on settlement of debt was recognized in the amount of \$24,660 (2013 – \$8,335) in the consolidated statement of comprehensive loss for the year ended March 31, 2014. \$52,450 (2013 - \$nil) is recognized in contributed surplus. All shares issued through the debt settlement have a four month holding period.

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15. CONTINGENT LIABILITY:

A former consultant of the Company filed a Statement of Claim (the "Claim") claiming compensation for breach of contract. The Company is of the opinion that the Claim is without merit and will vigorously contest the Claim. However, if defence against the Claim is unsuccessful, damages could amount to approximately \$40,848, as well as costs of the proceedings, plus the issuance of 200,000 common shares of the Company, and the issuance of 96,266 broker warrants, each exercisable into one common share of the Company and \$25,000 in punitive damages. Neither the possible outcome nor the amount of possible settlement can be foreseen at this time. No provision has been recognized for this claim, as it is not probable that there will be any outflow of resources.

Refer to note 20 for additional contingent liability information.

16. Accounts receivable:

	March 31, 2014	March 31, 2013
Miscellaneous receivable	\$ 900	\$ 896
GST/HST receivable	<u>-</u>	<u>17,792</u>
	<u>\$ 900</u>	<u>\$ 18,688</u>

17. EXPLORATION COSTS:

Exploration costs have been incurred as follows:

	For the years ended	
	March 31, 2014	March 31, 2013
Field supplies and materials	\$ -	\$ 1,098
Geology, technical reports and consulting, laboratory work, sample analysis and general exploration work	-	65,257
Taxes and concession payments	26,199	9,933
Salaries and benefits	-	41,003
IGV expenditures (note 3)	-	1,341
	<u>\$ 26,199</u>	<u>\$ 118,632</u>

18. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES:

	March 31, 2014	March 31, 2013
Trade payables and accruals	\$ 234,712	\$ 357,785
GST/HST payable	<u>14,453</u>	<u>-</u>
	<u>\$ 249,165</u>	<u>\$ 357,785</u>

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19. COMMITMENTS

On June 20, 2013, the Company authorized the issuance of 200,000 stock options to purchase 200,000 common shares of the company at the exercise price of \$0.25 per share to R.M. Communications Inc. These options have not yet been granted.

20. EVENTS AFTER THE REPORTING DATE:

On April 9, 2014, 370,000 warrants at a price of \$0.20 expired without exercise. In addition, 7,200 finders' warrants at a price of \$0.20 expired without exercise.

On April 23, 2014, an individual holder of one of the Company's notes payable filed a statement of claim against the Company and its Chief Executive Officer. The individual is seeking repayment of the note payable in the amount of \$42,400, punitive damages in the amount of \$50,000 plus costs. In addition, the individual is seeking an order to restrict the Company of disposing of or dealing with any of the Company's assets without the individuals consent until a final determination of the action has been made. The Company is of the opinion that the claim is without merit and will vigorously contest the claim. The Company filed a statement of defence on May 29, 2014. Neither the possible outcome nor the amount of the possible settlement can be foreseen at this time. No provision has been recognized for this claim in excess of the note payable amount inclusive of accrued interest to March 31, 2014 amounting to \$45,600, as it is not probable that there will be any outflow of resources.

On July 3, 2014, the Company executed a Definitive Option and Joint Venture Agreement (the "Definitive Agreement") with Eoro Resources Ltd. granting Eoro an option to acquire a 50% interest in the La Victoria Property. Pursuant to the terms of the Definitive Agreement, Eoro can earn its 50% interest in the property by expending \$1,500,000 in staged exploration and work expenditures on the Property and by making cash payments of \$150,000 over a four year period. The Company has received the initial cash payment of \$50,000.

The Definitive Agreement is subject to regulatory approval.