OROCO RESOURCE CORP.

CONSOLIDATED FINANCIAL STATEMENTS

MAY 31, 2013

(expressed in Canadian dollars)

INDEPENDENT AUDITOR'S REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

CONSOLIDATED STATEMENTS OF CASH FLOWS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DAVIDSON & COMPANY LLP Chartered Accountants A Partnership of Incorporated Professionals

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Oroco Resource Corp.

We have audited the accompanying consolidated financial statements of Oroco Resource Corp., which comprise the consolidated statement of financial position as at May 31, 2013, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year then ended, and 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit 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 auditors' 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 audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Oroco Resource Corp. as at May 31, 2013 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

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Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Oroco Resource Corp.'s ability to continue as a going concern.

Other Matters

The consolidated financial statements of Oroco Resource Corp. for the year ended May 31, 2012 were audited by another auditor who expressed an unmodified opinion on those statements on September 28, 2012.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Accountants

September 24, 2013

OROCO RESOURCE CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT MAY 31

	2013	2012
ASSETS		
Current		
Cash	$ 59,477	$ 1,128,011
Receivables	63,610	89,631
Prepaid expenses	14,457	8,931
	137,544	1,226,573
Exploration and evaluation assets (Note 4)	8,167,982	13,763,530
Equipment (Note 5)	17,153	20,382
	$ 8,322,679	$ 15,010,485
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Trade payables and accrued liabilities	$ 812,813	$ 410,261
Convertible debentures (Note 6)	3,750,000	3,198,832
	4,562,813	3,609,093
Shareholders' equity		
Share capital (Note 8)	16,973,847	15,527,701
Reserves (Note 8)	2,626,862	2,212,448
Deficit	(15,840,843)	(6,338,757)
	3,759,866	11,401,392
	$ 8,322,679	$ 15,010,485

Nature of operations and going concern (Note 1)
Commitments (Notes 9 and 10)
Subsequent events (Note 14)

Approved on behalf of the Board:

"Craig Dalziel"
Craig Dalziel – Director

"Steve Vanry"
Steve Vanry – Director

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

OROCO RESOURCE CORP.
CONSOLIDATED STATEMENTS OF LOSS and COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
YEAR ENDED MAY 31

	2013	2012
EXPENSES		
Depreciation	$ 3,229	$ 5,002
Consulting fees	127,652	515,655
Finance fees and interest (Notes 6 and 7)	1,458,920	309,272
Foreign currency (gain) loss	(30,475)	63,113
Management and director fees	259,000	234,867
Office and general	113,349	110,804
Professional fees	434,840	306,863
Rent	90,266	74,315
Shareholder communications and investor relations	174,384	264,577
Transfer agent and filing fees	36,254	67,822
Travel	30,005	69,770
Loss from operations	(2,697,424)	(2,022,060)
Interest income	628	4,236
Impairment of exploration and evaluation assets (Note 4)	(6,671,590)	-
Loss before income taxes	(9,368,386)	(2,017,824)
Deferred income tax recovery (expense) (Note 11)	(133,700)	133,700
Loss and comprehensive loss	$ (9,502,086)	$ (1,884,124)
Basic and diluted loss per common share	$ (0.13)	$ (0.03)
Weighted average number of common shares outstanding - basic and diluted	72,621,121	61,518,410

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

OROCO RESOURCE CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Share Capital		Reserve				
	Number	Amount	Stock option and warrant	Equity component of convertible debt	Subscription receipts	Deficit	Total
May 31, 2011	54,112,355	$ 11,999,751	$ 1,222,098	$ -	$ 60,000	$ (4,454,633)	$ 8,827,216
Private placement - Jul 26/11	4,250,000	1,190,000	-	-	(60,000)	-	1,130,000
Private placement – Nov 23/11	4,772,000	1,193,000	-	-	-	-	1,193,000
Private placement – Mar 22/12	5,991,800	1,467,500	-	-	-	-	1,467,500
Reallocation of estimated fair value of warrants	-	(385,050)	385,050	-	-	-	-
Stock based compensation	-	-	192,392	-	-	-	192,392
Reallocation of fair value of warrant extension	-	-	30,000	-	-	-	30,000
Shares issued for services	250,000	62,500	-	-	-	-	62,500
Equity portion of convertible debt	-	-	-	516,608	-	-	516,608
Deferred income tax recovery	-	-	-	(133,700)	-	-	(133,700)
Loss for the year	-	-	-	-	-	(1,884,124)	(1,884,124)
May 31, 2012	69,376,155	15,527,701	1,829,540	382,908	-	(6,338,757)	11,401,392
Private placement – Dec 12/12	3,571,250	681,860	-	-	-	-	681,860
Private placement – Feb 4/13	5,000,000	1,000,000	-	-	-	-	1,000,000
Fair value of warrants	-	(235,714)	235,714	-	-	-	-
Stock based compensation	-	-	45,000	-	-	-	45,000
Deferred income tax expense	-	-	-	133,700	-	-	133,700
Loss for the year	-	-	-	-	-	(9,502,086)	(9,502,086)
May 31, 2013	77,947,405	$ 16,973,847	$ 2,110,254	$ 516,608	$ -	$ (15,840,843)	$ 3,759,866

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

OROCO RESOURCE CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
YEAR ENDED MAY 31

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (9,502,086)	$ (1,884,124)
Adjusted for items not involving cash:		
Deferred income tax expense (recovery)	133,700	(133,700)
Depreciation	3,229	5,002
Stock-based compensation	45,000	192,392
Non-cash services and finance fees	-	92,500
Accrued interest and accretion	551,168	52,512
Impairment of exploration and evaluation assets	6,671,590	-
Changes in working capital items:		
Receivables	26,021	(1,534)
Prepaid expenses	(5,526)	8,773
Loan receivable from related party	-	255,000
Trade payables and accrued liabilities	142,163	115,223
Net cash used in operating activities	(1,934,741)	(1,297,956)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(815,653)	(5,617,049)
Net cash used in investing activities	(815,653)	(5,617,049)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of shares	1,714,250	3,790,500
Share issue costs	(32,390)	-
Convertible debentures payable	-	3,693,750
Cash flows from financing activities	1,681,860	7,484,250
Increase (decrease) in cash	(1,068,534)	569,245
Cash, beginning of year	1,128,011	558,766
Cash, end of year	$ 59,477	$ 1,128,011

Supplemental cash-flow information (Note 12)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Oroco Resource Corp. (the "Company") was incorporated on July 7, 2006 under the Business Corporations Act of British Columbia and is in the business of acquiring, exploring and developing mineral resource properties in Mexico. The Company is listed on the TSX Venture Exchange (the "TSX-V").

The Company's head office and principal address is located at #818 – 475 Howe Street, Vancouver, British Columbia, Canada.

The Company is in the exploration stage and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the mineral properties and upon future profitable production or proceeds from the disposition thereof.

These consolidated financial statements have been prepared on a going concern basis which implies that the Company will continue realizing its assets and discharging its liabilities in the normal course of business for the foreseeable future. Should the going concern assumption not continue to be appropriate, further adjustments to the carrying values of assets and liabilities may be required. The ability of the Company to realize the carrying value of its assets and continue operations as a going concern is dependent upon its ability to obtain additional financing as needed and ultimately on generating future profitable operations.

Subsequent to May 31, 2013, the Company sold its Cerro Prieto Property ("the Transaction") to Goldgroup Mining Inc. ("Goldgroup") (Note 14). The Company's remaining asset are a property in Guerrero State (the "Xochipala Property") to which the Company's title is subject to a legal challenge and a second property in Guerrero State (the "Salvador Property"). As such, the outlook for the Company is tied to successfully maintain its title to the Xochipala Property and raise the financing necessary to maintain operations thereafter. These uncertainties may cast significant doubt as to the ability of the Company to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of compliance

These consolidated financial statements, including comparative figures, have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements were authorized by the audit committee and board of directors of the Company on September 24, 2013.

Functional and presentation currency

The functional currency of the Company and each of its subsidiaries is the currency of the primary economic environment in which they operate. The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries. The functional currency determinations were conducted through an analysis of the consideration factors indentified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

2. BASIS OF PRESENTATION (cont`d...)

Significant estimates

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Share-based payments - The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model which incorporates market data and which involves uncertainty and subjectivity in estimates used by management in the assumptions. Changes in the input assumptions can materially affect the fair value estimate of stock options.

Recovery of deferred tax assets - Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

The Company has not recorded any deferred tax assets.

The carrying value and the recoverability of exploration and evaluation assets – Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probably mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

Significant judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Determination of functional currency - In accordance with IAS 21, "The Effects of Changes in Foreign Exchange Rates" management determined that the functional currency of the parent Company as well as the Company's subsidiaries is the Canadian dollar.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Consolidation and Presentation

The consolidated financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified.

These consolidated financial statements incorporate the financial statements of the Company and its direct wholly-owned subsidiaries. Intercompany transactions and balances have been eliminated in preparing the consolidated financial statements.

	Country of Incorporation	Percentage ownership
Minera Xochipala S.A. de C.V. ("Minera Xochipala")	Mexico	100%
Minas de Oroco S.A. de C.V. ("Minas de Oroco")	Mexico	100%
Minera Polimetalicos Mexicanos S.A. ("Polimetalicos")	Panama	100%

Exploration and evaluation assets

Exploration and evaluation assets include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. All costs related to the acquisition, exploration and development of exploration and evaluation assets are capitalized by property as an intangible asset. Costs incurred before the Company has obtained the legal rights to explore an area are charged to operations.

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

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

General exploration costs not related to specific properties and general administrative expenses are charged to operations in the year in which they are incurred.

The Company does not have any producing mineral properties and all of its efforts to date have been exploratory in nature. Upon the establishment of commercial production, carrying values of deferred acquisition and exploration costs are amortized over the estimated life of the mine using the units of production method.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont`d...)

Provisions

Rehabilitation provisions

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the rehabilitation of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for rehabilitation obligation is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with rehabilitation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount. Subsequently, these capitalized rehabilitation costs are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial estimates (additional rehabilitation costs).

The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated. Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to profit or loss. The Company had no measurable rehabilitation obligations as at May 31, 2013, and 2012.

Other provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date. The Company had no other provisions as at May 31, 2013 and 2012.

Impairment

At the end of each reporting period, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

Where an impairment subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate and its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont`d...)

Equipment

Equipment is stated at cost less accumulated depreciation.

Depreciation is provided for using the declining-balance method at the following rates per annum:

Computer equipment	30%
Furniture and fixtures	20%
Leasehold improvements	20%
Automotive equipment	10%

Foreign currency translation

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the statement of financial position date. Non-monetary items are translated into Canadian dollars at the exchange rate in effect on the respective transaction dates. Revenues and expenses are translated at average rates for the period, except for amortization, which is translated on the same basis as the related asset. Exchange gains or losses arising on foreign currency translation are reflected in profit or loss for the year.

Share-based payments

The fair value of options granted is recognized as stock-based compensation expense with a corresponding increase in reserves. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to capital stock and the fair value of the options is reclassified from reserves to share capital.

The Company accounts for the granting of stock options and direct awards of stock to employees, directors and non-employees using the fair value method whereby all awards will be recorded at fair value on the date of grant. Stock-based compensation awards are calculated using the Black-Scholes option pricing model. Compensation expense is recognized immediately for past services and pro rata for future services over the vesting period with a corresponding increase in reserves.

Loss per share

The Company presents basic and diluted earnings (loss) per share data for its common shares. Basic earnings (loss) per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the years presented, this calculation proved to be anit-dilutive.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont`d...)

Share capital

Common shares are classified as share capital. Incremental costs, net of tax effects, directly attributable to the issue of common shares are recognized as a deduction from equity.

Income taxes

Current tax is the expected tax payable or receivable on the local taxable income or loss for the year, using local tax rates enacted or substantively enacted at the financial position reporting date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the financial position reporting date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they 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.

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 profit or loss. The Company’s cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. The Company’s receivables 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 and loss except for losses in value that are considered other than temporary which are recognized in profit or loss.

Transaction 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. The Company has not classified any financial liabilities as FVTPL.

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 rate method. The effective interest rate 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 discounts estimated future cash payments through the expected life of the financial

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont`d...)

Financial liabilities (cont'd…)

liability, or, where appropriate, a shorter period. The Company's trade payables and accrued liabilities and convertible debentures 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 and recognized at fair value with changes in fair value recognized in profit or loss unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in profit or loss.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of May 31 2013, and have not been applied in preparing these consolidated financial statements.

Effective for annual periods beginning on or after January 1, 2013:

- Amendments to IAS 27 and IAS 28 Separate Financial Statements and Investments in Associates and Joint Ventures
    - 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, 11, 12 and 13.
- New standard IFRS 9 Financial Instruments
- Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement
- New standard IFRS 10 Consolidated Financial Statements
    - Provides a new single consolidation model that identifies control as the basis for consolidation for all types of entities, and replaces IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation – Special Purpose Entities.
- New standard IFRS 11 Joint Arrangements
    - Improves the accounting for joint arrangements by introducing a principle-based approach that requires a party to a joint arrangement to recognize its rights and obligations arising from the arrangement. Such a principle-based approach will provide users with greater clarity about an entity's involvement in its joint arrangements by increasing the verifiability, comparability and understand ability of the reporting of these arrangements. IFRS 11 supersedes IAS 31 Interests in Joint Ventures and SIC-13 Jointly Controlled

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont`d...)

New standards, interpretations and amendments not yet effective (cont'd...)

- o
- o Entities-Non-Monetary Contributions by Venturers.

- New standard IFRS 12 Disclosure of Interests in Other Entities

  - o Combines, enhances and replaces the disclosure requirements for subsidiaries, joint arrangements, associates and unconsolidated structured entities.

- New standard IFRS 13 Fair Value Measurement

  - o Defines fair value and sets out a framework for measuring fair value and disclosures about fair value measurements. It applies when other IFRSs require or permit fair value measurements. It does not introduce any new requirements to measure an asset or a liability at fair value, change what is measured at fair value in IFRSs or address how to present changes in fair value.

The Company has not early adopted these revised standards and is currently assessing the impact that these standards could have on future financial statements.

4. EXPLORATION AND EVALUATION ASSETS

	Cerro Prieto Property	Xochipala Property	Total
Balance at May 31, 2012	$ 13,763,530	$ -	$ 13,763,530
Acquisition costs			
Royalty payments	121,442	-	121,442
	121,442	-	121,442
Deferred exploration expenditures:			
Lease payment, assessment fees and taxes	94,576	2,290	96,866
Mine planning and development costs	570,682	-	570,682
Engineering	47,680	-	47,680
Sampling	-	18,063	18,063
Geologists	56,687	74,908	131,595
VAT	65,843	23,871	89,714
Impairment of property	(6,671,590)	-	(6,671,590)
	(5,856,122)	119,132	(5,716,990)
Balance at May 31, 2013,	$ 8,048,850	$ 119,132	$ 8,167,982

	Cerro Prieto Property	Xochipala Property	Total
Balance, at May 31, 2011	$ 8,142,698	$ -	$ 8,142,698
Acquisition costs			
Cash	52,262	-	52,262
Royalty payments	122,471	-	122,471
	174,733	-	174,733
Deferred exploration expenditures:			
Lease payment, assessment fees and taxes	2,427,249	-	2,427,249
Mine planning and development costs	1,586,669	-	1,586,669
Engineering	125,095	-	125,095
Sampling	47,940	-	47,940
Geologists	191,620	-	191,620
Drilling	598,044	-	598,044
VAT	469,482	-	469,482
	5,446,099	-	5,446,099
Balance, May 31, 2012	$ 13,763,530	$ -	$ 13,763,530

4. EXPLORATION AND EVALUATION ASSETS (cont'd...)

a) Cerro Prieto Property, Sonora State, Mexico

The Cerro Prieto Property, located in Sonora, Mexico, is comprised of the San Felix, San Francisco, Cerro Prieto "North", Argonauta 6, Elba, Reyna de Plata and Huerto De Oro mineral concessions. The titles to all of these concessions are held by Minas de Oroco.

Lease payment, assessment fees and taxes include $1,973,947 paid for a seven-year lease of surface rights over the Cerro Prieto Property.

i) San Felix and San Francisco Concessions ("SF Concessions")

The SF Concessions covers the underground workings of the Cerro Prieto Mine and specific surrounding property. The SF Concessions are subject to a 2% net smelter royalty ("NSR") in favour of the vendors, with a minimum royalty payment of US$30,000 per quarter payable from April 1, 2009 until royalty payments commence from production.

ii) Cerro Prieto "North" Concession

Minas de Oroco acquired a 100% interest in the Cerro Prieto "North" concession, on March 9, 2009.

iii) Argonauta 6 Concession

Minas de Oroco acquired a 100% interest, subject to a 2% NSR, in the Argonauta 6 concession on September 13, 2010. To acquire its interest, the Company issued 1,000,000 common shares with a value of $182,500 and conducted 1,500 meters of drilling.

iv) Elba, Reyna de Plata and Huerto de Oro

Minas de Oroco acquired a 100% interest in the Elba, Huerta de Oro, Reyna de Plata concessions on December 23, 2011 for the price of MX$875,000 (C$68,342 - paid). The Elba Concession is located within the area of the San Felix concession.

v) Sale of Cerro Prieto Property

Subsequent to May 31, 2013, the Company sold its interest in the Cerro Prieto Property (Note 14).

(b) The Xochipala Property (Celia Gene and Celia Generosa Concessions)

The Xochipala Property, located in Guerrero State, Mexico, is comprised of the contiguous Celia Gene and Celia Generosa concessions. Minera Xochipala acquired a 100% interest in the Xochipala Property in January, 2007, including the interest purchased from the estate of Carlos Adame Camacho (the "Adame Estate"), which constituted fifty percent (50%) of the Celia Gene concession and all (100%) of the Celia Generosa concession (collectively, the "Adame Interest"). Minera Xochipala's application for registration of its acquisition was rejected by the Public Registry of Mining (the "PRM") in October, 2009. Minera Xochipala filed an appeal (the "PRM Appeal") of the PRM's decision with the Federal Tribunal of Tax and Administrative Justice (the "Federal Tribunal"). In July, 2011, the Federal Tribunal nullified the rejection

4. **EXPLORATION AND EVALUATION ASSETS** (cont'd...)

and sent the matter back to the PRM for reconsideration. The PRM registered the Xochipala Property to Minera Xochipala on July 12, 2012, with deemed effect as of March, 2008.

However, in 2011, while the PRM Appeal was before the Federal Tribunal, a Guerrero State court auctioned the Adame Interest in enforcement of a judgement debt of the Adame Estate. The Guerrero State court then issued an order (the "Guerrero Court Order") to the PRM to register the Adame Interest to the winning bidder ("Bautista"). The PRM was in possession of both the Guerrero Court Order and the Federal Tribunal's decision when it registered Minera Xochipala's acquisition of a 100% interest in the Xochipala Property.

Minera Xochipala, for reason of the continued existence of the Guerrero Order, subsequently filed an "amparo" petition with the Federal Court of Mexico (the "MX Amparo") to have the Guerrero Order and the associated legal proceedings struck altogether. Bautista also filed an amparo challenging the PRM's failure to comply with the Guerrero Court Order in registering the Adame Interest to Minera Xochipala. The two amparo's were subsequently joined.

On May 16, 2013, the Federal Court denied Minera Xochipala's amparo petition and dismissed Bautista's amparo petition. In June, 2013, subsequent to the Company's fiscal year end, both Minera Xochipala and Bautista filed appeals of the decision of the Federal Court. The decision of the Federal Court does not change Minera Xochipala's registered title to the Xochipala Property.

(c) Salvador Property, Guerrero State, Mexico

The Salvador Property is a mining concession 100% owned by Minera Xochipala.

5. PROPERTY AND EQUIPMENT

	Automotive equipment	Computer equipment	Leaseholds	Office furniture	Total
Cost:					
At May 31, 2011	$ 15,948	$ 23,110	$ 10,017	$ 3,070	$ 52,145
Additions	-	-	-	-	-
At May 31, 2012	15,948	23,110	10,017	3,070	52,145
Additions	-	-	-	-	-
At May 31, 2013	$ 15,948	$ 23,110	$ 10,017	$ 3,070	$ 52,145
Depreciation:					
At May 31, 2011	$ 6,531	$ 14,443	$ 4,247	$ 1,540	$ 26,761
Charge for the year	942	2,600	1,154	306	5,002
At May 31, 2012	7,473	17,043	5,401	1,846	31,763
Charge for the year	848	1,213	923	245	3,229
At May 31, 2013	$ 8,321	$ 18,256	$ 6,324	$ 2,091	$ 34,992
Net book value:					
At May 31, 2011	$ 9,417	$ 8,667	$ 5,770	$ 1,530	$ 25,384
At May 31, 2012	$ 8,475	$ 6,067	$ 4,616	$ 1,224	$ 20,382
At May 31, 2013	$ 7,627	$ 4,854	$ 3,693	$ 979	$ 17,153

6. CONVERTIBLE DEBENTURES

Balance May 31, 2012	$ 3,198,832
Accretion expense for the year	551,168
Balance May 31, 2013	$ 3,750,000

Balance May 31, 2011	$ -
Principal advanced during the year	3,750,000
Finders' fees	(56,250)
Equity component, inclusive of share of fees	(516,608)
Accretion expense for the year	21,690
Balance May 31, 2012	$ 3,198,832

6. CONVERTIBLE DEBENTURES (cont'd...)

On May 2, 2012, per the indicative term sheet signed on April 13, 2012 between the Company and the US Investor (see Note 2), the Company issued two debentures (the "Debentures"), in the aggregate amount of $3,750,000, to affiliates of the US Investor (the "Holders"). The Debentures have a term of two years and bear interest at a rate of 10% per annum payable semi-annually. The Holders may declare the principal amount due and payable if: (i) the first tranche of funds under the Gold Prepayment Agreement has not been drawn prior to November 1, 2012 (requiring the Company to first enter into the Gold Prepayment Agreement); (ii) the Company provides notice to the Holder that it will not complete the Gold Prepayment Agreement; or (iii) the Company completes one or more equity financings greater than $4 million in the aggregate other than an equity offering intended to finance the balance of the capital necessary to construct the mine at the Cerro Prieto Property (an "Equity Offering"). In the event of any of (i) to (iii) above, the Company shall also be required to pay a break fee to the Holders in the total amount of $270,000 (the "Break Fee"). The Company did not draw the first tranche of funds under the Gold Prepayment Agreement prior to November 1, 2012 and it did not pay the interest due on the Debentures on October 30, 2012 and therefore the Break Fee clause was triggered. The Company has received a notice of default from the Holders with regard to the failure to take the first tranche of funds under the Gold Prepayment Agreement and the outstanding interest due. The Company paid the Break Fee and the related interest during fiscal 2013. The Debentures are convertible into units at a price of $0.25 per unit, with each unit being comprised of one common share of the Company and one half of one share purchase warrant. Each whole warrant will entitle the holder to purchase one common share of the Company at a price of $0.40 per share for a period of two years from the date of issuance of the Debenture.

The Company paid finders' fees of $56,250 in connection with the issuance of the debentures.

At issuance, the proceeds of the Debentures were allocated between the equity and liability components of the Debentures. This allocation was made by determining the estimated fair value of the liability component and applying the residual balance of the proceeds to the equity component. The fair value of the liability component was determined by estimating the fair value interest rate that would apply to comparable debt without the associated conversion feature. This fair value interest rate was estimated to be 18% which resulted in a fair value of the liability component of $3,225,525 and the residual value assigned to the equity component of $524,475. In addition, the finders' fees were allocated on a relative basis between the liability ($48,383) and equity ($7,867) components.

Also at issuance, the Company recorded a deferred income tax liability relating to the difference between the Company's accounting and tax basis of the convertible debt. The amount of this deferred tax liability of $133,700 was recorded as an addition to the equity component of the convertible debt as described above.

The liability component is presented on an amortized cost basis and will be accreted to its face amount over the term to maturity of the Debentures at an effective interest rate (not including the contractual interest rate) of approximately 8.3%. On June 27, 2013, the Company received notice that the Holders were confirming default and were declaring that all monies outstanding under the Debentures are due and payable. As a result, the accelerated accretion of $ 275,127 was recorded in finance fees and interest to bring the debenture's balance up to the balance due and payable, and the deferred tax liability of $133,700 was reversed.

The contractual interest at 10% per annum on the Debentures is recorded in trade payables and accrued liabilities of which $218,834 has been accrued, $186,986 has been paid in total interest of $374,998 recorded in finance fees and interest as of May 31, 2013.

Subsequent to May 31, 2013, the Company settled the convertible debenture (Note 14).

7. LOAN PAYABLE

By a loan agreement dated June 15, 2011 (the "Loan Agreement"), the Company borrowed US$750,000 (the "Bridge Loan") from a wholly owned subsidiary of a New York-based, private institutional investor (the "Lender") for the purpose of paying the first instalment of the lease rate for the surface rights for the Cerro Prieto Property. The Bridge Loan was for a term of 180 days and was secured by a general security agreement on the assets of the Company and a pledge of its shares in its subsidiaries. The Company paid an origination fee of US$45,000 to the Lender.

On August 29, 2011, the Lender exercised its option under the Loan Agreement and advanced a further bridge loan totalling US$1,721,440 (the "Second Advance"), being sufficient funds to pay the second instalment of US$1,400,000 due under a surface rights lease agreement, the associated 16% value added tax and the Lender's origination fee of US$97,440. In accordance with the terms of the Loan Agreement, upon the Lender advancing the further US$1,721,440, the Bridge Loan and the Second Advance became due upon demand from the Lender.

Interest at a rate of 12% per annum commenced on each of the Bridge Loan and the Second Advance 180 days from the date of respective advance of each.

On April 18, 2012, the Lender demanded payment of the Bridge Loan. On May 2, 2012, the Company repaid the Bridge Loan principal and interest accrued thereon in the total amount of $2,515,270 comprised of US$2,471,440 of principal and US$71,548 of accrued interest. These amounts were repaid directly from the proceeds of the Debentures described in Note 6.

On November 19, 2012 the Company entered into a term sheet (the "Term Sheet") with Waterton Global Value L.P. ("Waterton") whereby Waterton committed to provide to the Company a secured $5,000,000 convertible debt facility (the "Facility"). Pursuant to the Term Sheet, the 2 year Facility will have a coupon rate of 10% and will be convertible into common shares of the Company at a price of $0.25 per share. If the Company prepaid the Facility, the amount of pre-payment was to be 115% of the amount being prepaid, which was to increase to 130% if the Company were to lose its right to title to the Xochipala Property defined in Note 4. If the Company prepaid the Facility or if there was a change of ownership of the Xochipala Property other than as a result of the court decision, the Company was to transfer a 12.5% interest in the Xochipala Property to Waterton and grant it an option to earn a further 10% interest by funding $1,250,000 of exploration expenditures on the Xochipala Property. Waterton was entitled to a break fee in the amount of $150,000 and reimbursement of costs if the Facility agreement was not executed by the parties within 60 days of the date of the Term Sheet. Upon entering into the letter agreement dated January 24, 2013, subsequently closed, with Goldgroup Mining Inc. (Note 14), the Company advised Waterton that it would not be proceeding with the credit facility. The Company paid the break fee to Waterton in February 2013. Costs owing to Waterton of $91,700 were paid during fiscal 2013 recorded as finance fees and interest.

8. SHARE CAPITAL

Authorized:

Unlimited common shares of no par value.

On July 26, 2011, the Company completed a private placement of 4,250,000 units at a price of $0.28 per unit to raise gross proceeds of $1,190,000. Each unit consists of one common share and one half of one non-transferable common share purchase warrant with each whole warrant exercisable into one additional common share for a period of fifteen months at a price of $0.42 per share. The fair value of the warrants attached to this private placement was estimated to be $119,000.

8. SHARE CAPITAL (cont'd...)

On November 23, 2011, the Company completed a private placement of 4,772,000 units at a price of $0.25 per unit to raise gross proceeds of $1,193,000. Each unit consists of one common share and one half of one non-transferable common share purchase warrant with each whole warrant exercisable into one additional common share for a period of eighteen months at a price of $0.40 per share. The fair value of the warrants attached to this private placement was estimated to be $119,300.

On March 22, 2012, the Company completed a private placement of 5,991,800 units (including 121,800 units paid as finders fees) at a price of $0.25 per unit to raise gross proceeds of $1,467,500. Each unit consists of one common share and one half of one non-transferable common share purchase warrant with each whole warrant exercisable into one additional common share for a period of eighteen months at a price of $0.40 per share. The fair value of the warrants attached to this private placement was estimated to be $146,750.

On May 3, 2012, the Company issued 250,000 common shares with a value of $0.25 per share in exchange for $62,500 in services rendered on deferred exploration expenditures.

On December 12, 2012, the Company completed a private placement of 3,571,250 units at a price of $0.20 per unit to raise gross proceeds of $714,250. Each unit consists of one common share and one half of one non-transferable common share purchase warrant with each whole warrant exercisable into one additional common share for a period of eighteen months at a price of $0.35 per share. The fair value of the warrants attached to this private placement was estimated to be $35,714. Finders fees of $32,390 were paid.

On February 4, 2013, the Company completed a private placement to Goldgroup of 5,000,000 units at a price of $0.20 per unit to raise gross proceeds of $1,000,000. Each unit consists of one common share and one non-transferable common share purchase warrant with each warrant exercisable into one additional common share for a period of two years at a price of $0.25 per share. The fair value of the warrants attached to this private placement was estimated to be $200,000.

Warrants

	Number		Weighted average exercise price
Balance of warrants at May 31, 2011	3,105,417	$	0.40
Issued	7,506,900		0.41
Expired	(134,750)		0.30
Balance of warrants at May 31, 2012	10,477,567	$	0.40
Issued	6,785,625		0.28
Expired	(7,481,667)		0.41
Balance of warrants at May 31, 2013	9,781,525	$	0.31

On April 12, 2012 the Company, with the approval of the TSX-V, amended the terms of 1,000,000 outstanding warrants by extending their term from April 14, 2012 to October 14, 2012. There has been no change to the exercise price of $0.30 per share. A finance fee expense with a value of $30,000 on extension was estimated using the Black-Scholes option pricing model assuming an average expected remaining life of 1/2 a year, a risk-free interest rate of 1.02%, a nil dividend yield and an expected volatility of 63%.

8. SHARE CAPITAL (cont'd...)

Warrants (cont'd…)

On September 12, 2012 the Company, with the approval of the TSX-V, amended the terms of 1,970,667 outstanding warrants by extending their term from September 12, 2012 to March 12, 2013. There has been no change to the exercise price of $0.45 per share.

On October 17, 2012, the Company, with the approval of the TSX-V, amended the terms of 2,125,000 outstanding warrants by extending their expiry date from October 26, 2012 to April 26, 2013. There has been no change to the exercise price of $0.42 per share.

Summary of warrants outstanding at May 31, 2013:

Number of warrants	Exercise price		Expiry date
1,640,000	$	0.40	5-Sep-2013*
1,355,900	$	0.40	22-Sep-2013*
1,635,625	$	0.35	12-Jun-2014
150,000	$	0.35	20-Jun-2014
5,000,000	$	0.25	4-Feb-2015
9,781,525			

*expired subsequent to year end.

Stock options

The Company has a rolling stock option plan, whereby from time to time, at the direction of the Board of Directors, stock options may be granted to employees, consultants, directors and officers. The number of shares reserved for issuance under the plan shall not exceed 10% of the issued and outstanding common shares of the Company. The exercise price of each option is based on the market price of the Company's common stock at the date of the grant less an applicable discount. The options may be granted for a maximum of five years and vesting is determined by the Board of Directors.

	Number of stock options	Weighted Average Exercise Price	
Balance outstanding, May 31, 2011	3,395,000	$	0.26
Options granted	750,000		0.30
Options expired/forfeited/cancelled	(300,000)		0.35
Balance outstanding, May 31, 2012	3,845,000	$	0.26
Options granted	250,000		0.28
Options expired/forfeited/cancelled	(920,000)		0.29
Balance outstanding May 31, 2013	3,175,000	$	0.25

8. SHARE CAPITAL (cont'd...)

Stock options (cont'd…)

The weighted average grant date fair value of options granted during the year ended May 31, 2013 was $0.18.

During the fiscal year ending May 31, 2012, a total of 750,000 stock options were granted to certain employees, officers, directors and consultants of the Company at a price of $0.30 per share, exercisable for a term of five years and fully vested on grant. The fair value of these options at the date of grants totaling $167,315 was estimated using the Black-Scholes option pricing model with the following assumptions: expected life of five years, risk-free interest rate of 1.45%; expected dividend yield of 0% and an expected volatility of 133%. During the year ended May 31, 2012, $167,315 was recorded in operations related to options granted.

During the fiscal year ending May 31, 2013, a total of 250,000 stock options were granted to certain consultants of the Company at a price of $0.275 per share, exercisable for five years. The fair value of these options at the grant date totaling $45,000 was estimated using the Black-Scholes option pricing model with the following assumptions: expected life of five years, risk-free interest rate of 1.40%; expected dividend yield of 0% and an expected volatility of 88%. The contract with the consultant was terminated and these options expired March 7, 2013 as a result of this termination. During the year ended May 31, 2013, $45,000 was recorded as shareholder communications and investor relations related to options granted.

The following tables summarize information about stock options outstanding at May 31, 2013:

Expiry Date	Exercise prices $	Number outstanding at May 31, 2013
1-Nov-13	0.15	75,000
7-May-14	0.25	250,000
11-Dec-14	0.25	2,025,000
16-Dec-14	0.25	375,000
1-Dec-16	0.30	450,000
		3,175,000

At May 31, 2013 fully vested stock options totalled 3,175,000.

Reserves

At May 31, 2013, the Company had a Stock Option and Warrant Reserve balance of $2,110,254 (2012 – $1,829,540) consisting of warrant valuations on warrants attached to various private placements and stock-based compensation associated with stock option grants to employees, consultants, directors and officers.

At May 31 2013, the Company had an Equity Component of Convertible Debt Reserve of $516,608, (2012 - $382,908.

9. RELATED PARTY TRANSACTIONS

The following expenses were incurred with directors and officers of the Company:

	For the year ended May 31, 2013	For the year ended May 31, 2012
Management and director fees	$ 259,000	$ 224,250
Geologist fees	10,200	18,651
Consulting	6,000	126,500
Professional fees	102,000	92,250
Total	$ 377,200	$ 461,651

Management fees include $Nil (2012 – $44,617) in stock-based compensation, which pertains to related parties. Consulting fees include $Nil (2012 – $66,926) in stock-based compensation, which pertains to related parties.

As at May 31, 2013 included in accounts payable and accrued liabilities was $232,585 (2012 - $218,704) owing to officers and directors. The amounts owing are unsecured, non-interest bearing and have no fixed repayment terms.

On May 18, 2011, with the approval of the TSX-V, the Company loaned $255,000 to a related party in furtherance of a potential transaction. The loan was a refundable advance on a potential transaction, bore interest at the rate of prime plus 1%, and was secured by a pledge of security comprised of a promissory note payable on demand with 30 days notice and a pledge of 1,200,000 common shares of the Company held by the related party. During fiscal 2012 the loan was repaid in full with interest of $3,986.

10. SEGMENTED INFORMATION

The Company operates in one segment being the acquisition and exploration of exploration and evaluation assets located in Mexico. Geographic information is as follows:

As at May 31, 2013

	Canada	Mexico	Total
Equipment	$ 9,526	$ 7,627	$ 17,153
Exploration and evaluation assets	-	8,167,982	8,167,982
Other assets	121,105	16,439	137,544
Total assets	$ 130,631	$ 8,192,048	$ 8,322,679

10. SEGMENTED INFORMATION (cont'd...)

As at May 31, 2012

	Canada	Mexico	Total
Equipment	$ 11,907	$ 8,475	$ 20,382
Exploration and evaluation assets	-	13,763,530	13,763,530
Other assets	955,744	270,829	1,226,573
Total assets	$ 967,651	$ 14,042,834	$ 15,010,485

11. DEFERRED INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2013	2012
Loss for the year	$ (9,368,385)	$ (1,884,124)
Expected income tax (recovery)	$ (2,342,000)	$ (499,300)
Change in statutory, foreign tax, foreign exchange rates and other	(335,300)	28,600
Permanent difference	11,000	51,000
Unrecognized items for tax purposes	-	(10,000)
Share issue cost	(22,000)	(127,000)
Change in unrecognized deductible temporary differences	2,822,000	423,000
Total income tax expense (recovery)	$ 133,700	$ (133,700)
Current income tax	$ -	$ -
Deferred tax recovery	$ 133,700	$ (133,700)

The Canadian income tax rate declined during the year due to changes in the law that reduced corporate income tax rates in Canada.

11. DEFERRED INCOME TAXES (cont'd...)

The significant components of the Company's unrecorded deferred tax assets are as follows:

	2013	2012
Deferred tax assets (liabilities)		
Exploration and evaluation assets	$ -	$ (124,000)
Equipment	-	4,800
Share issue costs	24,000	10,500
Non-capital losses available for future period	4,183,000	1,493,000
	4,207,000	1,384,300
Unrecognized deferred tax assets	(4,207,000)	(1,384,300)
Net deferred tax assets	$ -	$ -

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

	2013	2012	Expiry Date Range
Temporary differences			
Property and equipment	$ -	$ 19,000	No expiry date
Share issue costs	92,000	42,000	2033 to 2038
Non-capital losses available for future period	7,979,000	5,888,000	2014 to 2033
Canada	$ 6,120,000	$ 4,366,000	2014 to 2033
Mexico	1,859,000	1,522,000	2014 to 2023

Tax attributes are subject to review, and potential adjustment, by tax authorities.

12. SUPPLEMENTAL CASH FLOW INFORMATION

	For the year ended May 31, 2013	For the year ended May 31, 2012
Interest paid	$ 186,986	$ -
Taxes paid	$ -	$ -
Non-cash transactions not included in investing or financing activities		
Exploration and evaluation assets included in accounts payable	$ 260,389	$ -
Shares issued for services	$ -	$ 62,500

13. FINANCIAL INSTRUMENT RISK AND CAPITAL

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of mineral properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. Capital of the Company comprises shareholders' equity. There has been no significant change in the Company's objectives, policies and processes for managing its capital during the year ended May 31, 2013.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

The Company's investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

Management of Industry Risk

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations; however it is not possible to be certain that all aspects of environmental issues affecting the Company, if any, have been fully determined or resolved.

Management of Financial Risk

The carrying value of cash, receivables, and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments. Cash is measured at a level 1 of the fair value hierarchy. The Company's financial instruments are exposed to certain financial risks, which include credit risk, liquidity risk, and market risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The bank accounts are mainly held with a major Canadian bank and this minimizes the risk to the Company.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days
or due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

13. FINANCIAL INSTRUMENT RISK AND CAPITAL (cont'd...)

Foreign Exchange Risk

The Company's property interests in Mexico make it subject to foreign currency fluctuations which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian dollar and foreign currencies. The Company does not invest in derivatives to mitigate these risks. At a 1% change in the value of the Mexican Peso relative to the Canadian dollar this would have an impact of approximately $2,000.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

14. SUBSEQUENT EVENTS

On June 7, 2013, the Company filed an appeal of the decision of the Federal Court on the MX Amparo related to the Xochipala Property (Note 4).

On June 21, 2013 the shareholders of the Company approved the Transaction with Goldgroup.

On July 12, 2013, the Company was in receipt of a claim from a contractor regarding an outstanding balance owed to them and for the issuance of 250,000 common shares in the capital of the Company.

On August 28, 2013, the Company took an assignment from Minas de Oroco of all of Minas de Oroco's right to the potential refund of any value added tax paid by Minas de Oroco during the years 2008 through 2012, estimated to be approximately $500,000, such taxes having been allocated to costs of the Cerro Prieto Property.

On August 30, 2013, the Company closed the Transaction with Goldgroup pursuant to an Amended and Restated Debt Assignment and Share Purchase Agreement (the "Amended Agreement"), effecting the sale of the Cerro Prieto Property by way of the sale of Polimetalicos and its Minas de Oroco, the owner of the mineral concessions making up the Cerro Prieto Property.

Pursuant to the terms of the Amended Agreement, the following occurred on closing:

a) Goldgroup made payment of (all currency amounts in US dollars):

   i) $4,500,000 (of which $140,000 had previously been advanced);

   ii) $63,172 in reimbursement of interest accrued on the Company's outstanding debentures since June 28, 2013;

   iii) 5,500,000 common shares in the capital of Goldgroup, at Market Price;

   iv) a promissory note (the "First Note") in the principal amount of $1,500,000 bearing 8% simple interest and payable in six equal monthly instalments of $250,000 each, commencing on the later of either January 31, 2015 or the first day of the month following the date the Property achieves Commercial

14. SUBSEQUENT EVENTS (cont'd...)

a) Goldgroup made payment of (all currency amounts in US dollars): (cont'd...)

Production (with "Commercial Production" being any periods of production after 1,000 ounces of gold have been produced from the Property); and

v) a second promissory note (the "Second Note") in the principal amount of $4,125,000, bearing no interest. The principal amount of the Second Note will be repayable on the second anniversary of the Transaction closing date. Goldgroup may elect to pay the principal of the Second Note by issuing and delivering to Oroco 16,500,000 Goldgroup common shares in lieu of cash.

b) In addition, Goldgroup agreed to pay to Oroco a production royalty (the "Production Royalty") quarterly in arrears. The Production Royalty, payable for each month in which the monthly average of the daily PM London gold fix is in excess of $1,250 per ounce, is calculated at the rate of 20% of the dollar value of that excess for each ounce of gold Produced from the Property during that month, to a maximum royalty of $90 per ounce. This Production Royalty will be payable for each and every of the greater of:

i) the first 90,000 ounces of gold produced from the Property; and

ii) all ounces of gold produced from the Property until the completion of five full years of Commercial Production.

Goldgroup also agreed to assume from Oroco all obligations with respect to the 2% (two percent) NSR on the property.

On August 30, 2013, in furtherance of closing the Transaction, the Company entered into a subordination agreement (the "Subordination Agreement) with Goldgroup and the agent for the holders of the Company's outstanding Debentures, who are also the lenders to Goldgroup of a the $4.25 million dollar senior secured loan facility (the "Loan Facility). Pursuant to the Subordination Agreement, the Company will not accept any payment related to the First Note, the Second Note and the Production Royalty until after the Loan Facility has been repaid. However, if Goldgroup elects to pay the Second Note with 16,500,000 of its common shares in lieu of cash, the Company may accept those shares.

On August 30, the Company paid the Debentures (Note 6) out in full in the aggregate amount of CDN$4,068,750.