



ANTIOQUIA

GOLD INC

**INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS**

MARCH 31, 2013

(Expressed in Canadian dollars)

ANTIOQUIA GOLD INC.
MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING
March 31, 2013

The accompanying interim unaudited condensed consolidated financial statements of Antioquia Gold Inc. (the "Company") were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for ensuring that management fulfills its financial reporting responsibilities and for reviewing and approving the consolidated financial statements together with other financial information. The Audit Committee, on behalf of the Board of Directors, meets with management to review the internal controls over the financial reporting process, the consolidated financial statements together with other financial information of the Company, and the auditor's report. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Notice of no auditor review of interim financial statements:

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying interim unaudited condensed consolidated financial statements of the Company have been prepared by, and are the responsibility of, the Company's management. The Company's independent auditor has not performed a review of these financial statements.

ANTIOQUIA GOLD INC.
INTERIM UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Expressed in Canadian dollars

		March 31, 2013	December 31, 2012
	<i>Notes</i>	\$	\$
Assets			
Current			
Cash and cash equivalents		49,664	200,965
Accounts receivable		87,136	39,340
Taxes recoverable		-	42,009
Prepaid expenses		14,657	22,976
		151,457	305,290
Exploration and evaluation assets	4	14,672,315	14,454,142
Property, plant and equipment	5	930,083	976,230
		15,753,855	15,735,662
Liabilities			
Current			
Accounts payable and accrued liabilities	8	601,803	589,408
Shareholders' Equity			
Share capital	6(b)	22,574,879	22,335,296
Warrants	6(c)	2,178,835	2,168,418
Contributed surplus	7	2,066,192	2,066,192
Accumulated other comprehensive loss		81,984	81,984
Deficit		(11,749,838)	(11,505,636)
		15,152,052	15,146,254
		15,753,855	15,735,662
Going concern	2		
Commitments and contingency	12		
Subsequent event	13		

Approved on behalf of the Board

Signed: "James H. Decker"

Signed: "Ernesto Bendezu"

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

ANTIOQUIA GOLD INC.
INTERIM UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN
SHAREHOLDERS' EQUITY
Expressed in Canadian Dollars
For the three months ended March 31, 2013 and 2012

	Share Capital		Warrants		Contributed Surplus	Accumulated Other Comprehensive Loss	Deficit	Total
	Shares Outstanding	\$	Warrants Outstanding	\$	\$	\$	\$	\$
Balance, December 31, 2011	100,776,326	18,652,667	848,967	1,813,465	2,042,558	-	(8,453,847)	14,054,843
Net loss and comprehensive loss for the period	-	-	-	-	-	-	(565,151)	(565,151)
Stock based compensation	-	-	-	-	15,062	-	-	15,062
Balance, March 31, 2012	100,776,326	18,652,667	848,967	1,813,465	2,057,620	-	(9,018,998)	13,504,754
Balance, December 31, 2012	138,551,374	22,335,296	18,887,525	2,168,418	2,066,192	81,984	(11,505,636)	15,146,254
Net loss and comprehensive loss for the period	-	-	-	-	-	-	(244,202)	(244,202)
Share capital issued (Note 6(b))	2,083,334	239,583	-	-	-	-	-	239,583
Warrants issued (Note 6 (c))	-	-	1,041,666	10,417	-	-	-	10,417
Balance, March 31, 2013	140,634,708	22,574,879	19,929,191	2,178,835	2,066,192	81,984	(11,749,838)	15,152,052

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

ANTIOQUIA GOLD INC.
INTERIM UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF LOSS,
COMPREHENSIVE LOSS AND DEFICIT
Expressed in Canadian Dollars
For the three months ended March 31,

		2013	2012
	<i>Notes</i>	\$	\$
Expenses:			
Management fees	8	45,000	109,276
Professional fees		85,618	78,222
Office and administration		71,136	240,892
Promotion and shareholder costs		31,453	113,028
Stock based compensation		-	15,062
Depreciation	5	13,174	12,107
		246,381	568,587
Other income			
Interest and other income		2,179	3,436
Net loss and comprehensive loss			
for the period		244,202	565,151
Deficit, beginning of period		11,505,636	8,453,847
Deficit, end of period		11,749,838	9,018,998
Loss per share, basic and diluted		\$0.00	\$0.00
Weighted average number of shares			
outstanding (basic)		139,477,300	100,776,326

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

ANTIOQUIA GOLD INC.
INTERIM UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Expressed in Canadian Dollars
For the three months ended March 31,

	2013	2012
	\$	\$
Operating activities		
Net loss for the period	(244,202)	(565,151)
Items not affecting cash:		
Stock-based compensation	-	15,062
Depreciation	13,174	12,107
Loss on disposal of fixed assets	2,045	-
Change in non-cash working capital		
Accounts receivable	(47,796)	3,183
Taxes recoverable	42,009	(9,965)
Prepaid expenses	8,319	18,144
Accounts payable and accrued liabilities	12,395	(141,703)
Cash used in operating activities	(214,057)	(668,323)
Investing activities		
Exploration and evaluation assets	(218,173)	(320,558)
Property, plant and equipment purchases	(740)	(187,487)
Property, plant and equipment proceeds on dispositions	31,669	-
Cash used in investing activities	(187,244)	(508,045)
Financing activities		
Issuance of share capital and warrants	250,000	-
Cash from financing activities	250,000	-
Net decrease in cash and cash equivalents		
during the period	(151,301)	(1,176,368)
Cash and cash equivalents, beginning of the period	200,965	1,687,572
Cash and cash equivalents, end of period	49,664	511,204

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

ANTIOQUIA GOLD INC.
NOTES TO THE INTERIM UNAUDITED CONDENSED CONSOLIDATED
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For the three months ended March 31, 2013 and 2012

1. NATURE OF BUSINESS

The registered address of Antioquia Gold Inc. is 200, 625 – 4th Avenue SW, Calgary, Alberta, Canada, T2P 0K2. The Company is listed on the Toronto Venture Exchange (“TSX-V” under the symbol “AGD”. The Company commenced trading on the OTCQX, the U.S. Over-The-Counter (“OTC”) market’s highest tier on September 8, 2011 under the symbol “AGDXF”.

Antioquia Gold Inc. (formerly High American Gold Inc.) completed a transaction with Am-Ves Resources Inc. (“Am-Ves”) on July 20, 2008. Am-Ves was incorporated under the laws of Alberta on January 19, 2006. The transaction to acquire 100% of the outstanding shares of Am-Ves was accounted for as a reverse takeover as the control of Antioquia Gold Inc. was acquired by the shareholders of Am-Ves. On March 31, 2009 Antioquia Gold Inc. and Am-Ves were amalgamated under the laws of Alberta, and the Company began operating under the name Antioquia Gold Inc. (the “Company”). The Company owns 100% of Antioquia Gold Ltd., a Barbados company, which in turn has a branch registered to conduct business in Colombia, South America. All mineral exploration and evaluation activities of the Company are carried out in Colombia. On December 2, 2009 the Company completed the 100% acquisition of Ingenieria Y Gestion Del Territorio S.A. (“IGTER”) a management company incorporated under the laws of Colombia.

The Company is engaged in the acquisition, exploration and development of mineral resource properties internationally, with a current focus in Colombia. The Company considers itself to be in the process of exploring its mineral properties and has not yet determined whether they contain reserves that are economically recoverable. The success of the Company’s exploration and development of its mineral properties will be influenced by significant financial risks, legal and political risks, fluctuations in commodity prices and currency exchange rates, varying levels of taxation and the ability of the Company to discover recoverable reserves and to bring such reserves into production on an economic basis. The Company will be required to obtain additional financing to develop its resource properties. While the Company seeks to manage these risks, many of these factors are beyond its control.

The interim unaudited condensed consolidated financial statements of the Company for the three months ended March 31, 2013 were authorized for issue in accordance with a resolution of the board of directors on May 23 2013.

2. GOING CONCERN

These consolidated financial statements have been prepared using International Financial Reporting Standard (“IFRS”) applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future, which is at least, but not limited to, one year from March 31, 2013. At March 31, 2013, the Company had a cumulative deficit of \$11,749,838 (December 31, 2012 – \$11,505,636) and a working capital deficiency of \$450,346 (December 31, 2012 – deficiency of \$284,118). The Company’s ability to continue as a going concern is dependent upon its ability to achieve profitable operations, generate sufficient funds and continue to obtain sufficient capital from investors to meet its current and future obligations. The recoverability of amounts shown for exploration properties is dependent on several factors. These factors include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable operations or proceeds from disposition of mineral interests. The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt as to the appropriateness of the going concern assumption. There is no assurance that

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the Company's funding initiatives will continue to be successful and these interim unaudited condensed consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and consolidated statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Company will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements:

Basis of presentation

Statement of Compliance

These interim unaudited condensed consolidated financial statements are presented in accordance with IFRS and in particular in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). IFRS represents standards and interpretations approved by the IASB, and are comprised of IFRSs, International Accounting Standards ("IASs"), and interpretations issued by the IFRS Interpretations Committee ("IFRICs") or the former Standing Interpretations Committee ("SICs").

Basis of measurement

These interim unaudited condensed consolidated financial statements have been prepared on the historical cost basis, except for financial instruments designated at fair value through profit and loss, which are stated at their fair value. The Company operates in one segment defined as the cash generating unit ("CGU") which is Colombia.

Basis of consolidation

These interim unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries; Antioquia Gold Ltd., a Barbados company ("AGD Barbados") and Ingenieria Y Gestion Del Territorio S.A. ("IGTER"). AGD Barbados has a branch operation in Colombia ("AGD Colombia"). Intercompany transactions and balances are eliminated on consolidation.

Presentation and functional currency

The Company's presentation currency and functional currency is the Canadian Dollar.

Foreign currency translation

Monetary assets and liabilities denominated in a foreign currency are translated to Canadian dollars at the exchange rate in effect at the statement of financial position date and non-monetary assets and liabilities are translated at rates of exchange in effect when the assets were acquired or obligations incurred. Revenues and expenses are translated at rates in effect at the time of the transactions. Foreign exchange gains and losses are included in Consolidated Statements of Loss, Comprehensive Loss and Deficit.

ANTIOQUIA GOLD INC.

**NOTES TO THE INTERIM UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

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Related party transactions

Related party transactions conducted in the normal course of operations are measured at the exchange value. The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, to similar transactions to non-key management personnel related entities on an arm's length basis.

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes party to a contractual agreement.

Financial assets are initially measured at fair value and classified into one of the following specified categories: fair value through profit or loss ("FVTPL"), held-to-maturity ("HTM"), available-for-sale ("AFS") and loans and receivables. HTM instruments and loans and receivables are measured at amortized cost. AFS instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the Consolidated Statement of Loss, Comprehensive Loss and Deficit for the period.

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities. Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the Consolidated Statement of Loss, Comprehensive Loss and Deficit for the period. Other financial liabilities, including borrowings, are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method.

Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities recorded at fair value through loss for the year are recognized immediately in the Consolidated Statement of Loss, Comprehensive Loss and Deficit for the year.

Financial assets and financial liabilities are offset and reported on the Consolidated Statement of Financial Position only if there is an enforceable legal right to offset the recognized amounts, and an intention to realize the asset and settle the liability simultaneously.

The fair value of financial instruments traded in active markets (such as FVTPL and AFS securities) is based on quoted market prices at the date of the Consolidated Statement of Financial Position. The quoted market price used for financial assets held by the Company is the current bid price.

Equity instruments issued by the Company are recognized at the proceeds received, net of direct issuance costs.

Financial instruments recognized in the Consolidated Statement of Financial Position include cash and equivalents, sales taxes recoverable, interest receivable, investments held for trading, and accounts payable and accrued liabilities. The respective accounting policies are described below.

Cash and cash equivalents

Cash and cash equivalents consists of cash on hand, cash held in a financial institution or investments having a maturity of ninety days or less at acquisition, that are readily convertible to the contracted amounts of cash. Cash and equivalents are classified as held-for-trading and measured at fair value.

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Accounts payable and accrued liabilities

Accounts payable and accrued liabilities are initially recognized at fair value and classified as other financial liabilities measured at amortized cost.

The Corporation has classified its financial instruments as follows:

<u>Financial instrument</u>	<u>Classification</u>
Cash and cash equivalents	Held for trading
Investment certificates	Held for trading
Account receivable	Loans and receivables
GST receivable	Loans and receivables
Notes Receivable	Loans and receivables
Accounts payable and accrued liabilities	Other financial liabilities
Customer deposits	Other financial liabilities

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration assets

Exploration expenditures relating to resource properties in which a legal right to explore has been obtained and an interest is retained, are deferred and are carried as an asset until the results of the projects are known. If a project is unsuccessful or if exploration has ceased because continuation is not economically feasible, the cost of the property is written off. The fair value of resource properties acquired in exchange for the issuance of the Company's shares is determined by the trading price of the Company's shares on a three day average trading price before and after the shares are issued.

Option payments paid by the Company are capitalized against resource property costs when paid. Options payments received by the Company are deducted from resource property costs when received. No gain or loss on disposition of a partial interest is recorded until all carrying costs of the interest have been offset by proceeds of sale or option payments received/paid.

Evaluation assets

Evaluation expenditures relating to the evaluation of resource properties are capitalized until properties are brought into production, when costs are amortized on a unit-of-production basis over economically recoverable reserves, abandoned or the interest is sold.

If a project is successful and production has occurred, the exploration expenditures and related deferred evaluation expenditures are amortized by charges against income from future mining operations. Exploration and evaluation expenditures, which are general in nature and cannot be associated with a specific group of mining claims, and general administrative expenses, are expensed in the year in which they are incurred.

Property, plant and equipment

Recognition and measurement

On initial recognition, property and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

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Property and equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Subsequent costs

The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

Major maintenance and repairs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial year in which they are incurred.

Depreciation

Depreciation is recognized in profit or loss and is calculated as follows:

Plant and warehouse	5% declining balance
Office equipment	10% declining balance
Computer equipment	20% declining balance
Vehicle	20% declining balance

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

Leased assets

Where substantially all of the risks and rewards incidental to ownership of a leased asset have been transferred to the Company (a "finance lease"), the asset is treated as if it had been purchased outright. The amount initially recognized as an asset is the lower of the fair value of the leased property and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability. Lease payments are analyzed between capital and interest. The interest element is charged to the Consolidated Statement of Loss, Comprehensive Loss and Deficit over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

Where substantially all of the risks and rewards incidental to ownership are not transferred to the Company (an "operating lease"), the total rentals payable under the lease are charged to the Consolidated Statement of Loss Comprehensive loss and Deficit on a straight-line basis over the lease term. The aggregate benefit of lease incentives is recognized as a reduction of the rental expense over the lease term on a straight-line basis.

Impairment of financial assets

The Company assesses at the end of each year end or when events or circumstances indicate that a financial asset is impaired.

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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 profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed 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 profit or loss.

Impairment of non-financial assets

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 other comprehensive loss to profit or loss.

When events and circumstances indicate that an impairment may have occurred, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax 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 a non-financial asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit and loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount 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.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost, which comprises its purchase price plus any directly attributable costs of preparing the asset for its intended use. Following initial recognition, intangible assets are carried at cost less any accumulated amortization on a straight-line basis over their useful lives and any accumulated impairment losses. Internally generated intangible assets are not capitalized and the expenditure is reflected in Consolidated Statement of Loss, Comprehensive Loss and Deficit in the year in which the expenditure is incurred. Gains or losses arising from de-recognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Consolidated Statement of Loss, Comprehensive Loss and Deficit when the asset is de-recognized.

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Provisions

Rehabilitation provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks. Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur.

The Company did not have a rehabilitation provision as at March 31, 2013 or December 31, 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. If the Company is virtually certain that some or all of a provision will be reimbursed, for example under an insurance contract, such reimbursement is recognized as a separate asset. Provisions may be discounted using a current pre-tax rate that reflects the risks specific to the liability. The expense relating to any provision is presented in the Consolidated Statement of Loss, Comprehensive Loss and Deficit.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and warrants are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, stock options or warrants are shown in equity as a deduction, net of tax, from the proceeds.

Stock based payments

Where equity-settled stock options are awarded to employees, the fair value of the stock options are measured at the date of grant using the Black-Scholes option pricing model and is charged to the Consolidated Statement of Loss, Comprehensive Loss and Deficit over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the Consolidated Statement of Loss, Comprehensive Loss and Deficit over the remaining vesting period. Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the stock based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. All equity-settled stock based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

The fair value of stock options, subject to a vesting schedule, is recognized using the accelerated method and is measured using Black Scholes and assumptions at the time of vesting. The applicable fair value of any stock options which are exercised are transferred from contributed surplus to share capital. Management is required to estimate forfeitures, and revise its estimates of the number of stock options expected to vest each period. The impact of any revisions to management's estimate on forfeitures, if any, is recognized during the period.

Purchase warrants and broker compensation options

Purchase warrants are classified as equity and measured at fair value on the date of issue using the Black-Scholes option pricing model. Broker compensation options are classified as issuance costs and a deduction from equity and measured at fair value on the date of issue using the Black-Scholes option pricing model. The fair value of the purchase warrants and broker compensation options are not subsequently revalued.

Income recognition

Income associated with consulting are realized when all significant acts have been completed and when collection is reasonably assured. Interest income is accrued as earned.

Comprehensive income

Comprehensive income is the change in equity (net assets) of the Company during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes to equity during a year except those resulting from investments by owners and distributions to owners. Comprehensive income is comprised of net income for the period and other comprehensive income. This standard requires certain gains and losses that would otherwise be recorded as part of net earnings to be presented in "other comprehensive income" until it is considered appropriate to recognize into net earnings.

The Company had no comprehensive income or loss transactions, other than its net loss, presented in the Consolidated Statements of Loss and Comprehensive Loss and Deficit, nor has the Company accumulated other comprehensive income during the periods that have been presented.

Income (loss) per share

Basic income (loss) per share is calculated by dividing net income (loss) and comprehensive income (loss) by the weighted average number of common shares outstanding for the period. The computation of diluted income (loss)

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assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted income (loss) per share by application of the "if converted" method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted earnings per share by application of the treasury stock method. In years when the Company reports a comprehensive loss, the effect of potential issuances of shares under options and warrants would be anti-dilute, and therefore, basic and diluted loss per share are the same.

Income taxes

Income taxes are calculated using the asset and liability method. Under this method, deferred income tax assets and liabilities are recognized for timing differences between the tax and accounting basis of assets and liabilities, and for the recognition of accumulated capital and non-capital losses, which in the opinion of management, are more likely than not to be realized before expiry. Deferred tax assets and liabilities are presented as a non-current item and measured at the tax rates that are expected to be in effect in the period when the asset is expected to be realized or the liability is expected to be settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. The effect on deferred income tax assets and liabilities resulting from a change in enacted tax rates is included in income in the period in which the change is enacted or substantively enacted.

Related party transactions

All transactions with related parties are in the normal course of business and are measured at the exchange amount.

Recent accounting pronouncements

The Company is currently evaluating the impact on its consolidated financial statements of recent accounting pronouncements, as follows:

IFRS 9 Financial Instruments

IFRS 9, Financial Instruments was issued by the IASB and will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income (loss). IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

Use of estimates

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

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

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Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

Rehabilitation provision

The rehabilitation provision is based on internal estimates. Assumptions, based on the current economic environment, are made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market condition at the time the rehabilitation costs are actually incurred. The final cost of the recognized rehabilitation provisions may be higher or lower than currently provided for.

The Company did not have a rehabilitation provision at March 31, 2013.

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the year that the new information becomes available.

Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

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4. EXPLORATION AND EVALUATION ASSETS

The Company's exploration and evaluation assets are analyzed as follows:

Colombia	Exploration Assets	Evaluation Assets	Total
For the 2012 fiscal year	\$	\$	\$
Balance at December 31, 2011	2,768,318	8,385,190	11,153,508
Additions	—	3,214,358	3,214,358
Translation adjustment	(155,764)	242,040	86,276
Balance at December 31, 2012	2,612,554	11,841,588	14,454,142
<hr/>			
For the three months ended March 31, 2013			
Balance at December 31, 2012	2,612,554	11,841,588	14,454,142
Additions	—	218,173	218,173
Balance at March 31, 2013	2,612,554	12,059,761	14,672,315

(a) Guayabito Project

On October 18, 2007, the Company entered into a purchase option agreement ("Purchase Agreement") to acquire 100% interest of the Guayabito Project located in the Antioquia Department of Colombia. The payment terms of the Purchase Agreement totalled \$1,600,000 USD plus 500,000 Am-Ves common shares and the retention of a 1% royalty. The \$1,600,000 was paid in a series of payments beginning on October 18, 2007 with the final payment made in August 2010 when 100% ownership of the property was registered with the Colombian National Mining Registry in the name of the Company. The 500,000 Am-Ves common shares were issued on October 17, 2007. The Purchase Agreement also required the Company to incur \$2,000,000 USD on a comprehensive exploration and development program. This commitment was met.

(b) Bullet Project

On April 9, 2009 the Company signed a contract (the "Contract") with Bullet Holding Corp. ("BHC") for the purchase of a 90% interest in certain mining titles in Colombia adjacent to the core Cisneros Project. The terms of the amended Contract required the Company to issue 1,062,500 common shares and 531,250 warrants (each warrant entitled the holder to purchase 1 additional common share for \$0.40 per share prior to expiry on November 12, 2011). All common shares and warrants were issued on November 12, 2009. The Contract also required the Company to incur \$2,000,000 USD in exploration expenditures by October 9, 2010 on any of the Company's Cisneros Project. This commitment was met. The Contract provided BHC with a 10% free carried interest until December 30, 2011 (extended from December 31, 2010). BHC was given an extension to January 31, 2012 to evaluate the geology report and data collected during 2011. BHC converted the 10% interest into a 1% net smelter return (NSR) on January 31, 2012.

(c) Pacho Luis Property

On May 19, 2010 the Company entered into a purchase contract for a mining title known as the Pacho Luis lands, a part of the Cisneros Project in Colombia. The acquisition cost was comprised of a cash deposit of \$50,000 USD and 150,000 common shares to be issued upon title registration. The common shares were issued on June 22, 2011 upon registration of 100% of the mining title at the Colombia National Mining Registry. The value of the shares was determined to be \$34,500, based on the trading price of the Company's shares three days before and three days after the shares were issued.

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5. PROPERTY, PLANT AND EQUIPMENT

Details of the property, plant and equipment are as follows:

Cost	Plant & Warehouse	Land	Office & Computer Equipment	Vehicle	Total
	\$	\$	\$	\$	\$
Balance at December 31, 2012	684,632	84,872	230,460	119,577	1,119,541
Additions	-	-	740	-	740
Dispositions	-	-	-	(57,143)	(57,143)
Balance at March 31, 2013	684,632	84,872	231,200	62,434	1,063,138
Depreciation					
Balance at December 31, 2012	7,942	-	75,525	59,844	143,311
Depreciation for the period	2,010	-	6,303	4,860	13,174
Dispositions	-	-	-	(23,430)	(23,430)
Balance at March 31, 2013	9,952	-	81,828	41,274	133,055
Carrying amounts					
Balance at December 31, 2012	676,690	84,872	154,935	59,733	976,230
Balance at March 31, 2013	674,680	84,872	149,372	21,160	930,083

6. SHARE CAPITAL

(a) Authorized: Unlimited common shares

(b) Common shares issued:

	Shares	Amounts
Balance at December 31, 2012	138,551,374	\$22,335,296
Issued pursuant to a private placement	2,083,334	239,583
Balance at March 31, 2013	140,634,708	\$22,574,879

On February 19, 2013 the Company completed a non-brokered private placement for aggregate proceeds of \$250,000 via the issuance of 2,083,334 units at a price of \$0.12 per unit. Each unit consists of one common share in the share capital of the Company and one-half of one common share purchase warrant of the Company. Each whole warrant entitles the holder thereof to purchase one additional common share at a price of \$0.25 per share for a period of six months. The proceeds were allocated as to common shares \$239,583, and as to warrants \$10,417.

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(c) Warrants issued:

	Warrants	Amounts
Balance at December 31, 2012	18,887,525	\$2,168,418
Issued pursuant to a private placement	1,041,667	10,417
Balance at March 31, 2013	19,929,192	\$2,178,835

On February 19, 2013, the Company completed a private placement in connection with which it issued 1,041,667 warrants. The warrants are exercisable at a price of \$0.25 per share for a period of six months from the date of issue. The following assumptions were used to estimate the fair value (\$10,417) of these warrants: dividend yield – nil; expected volatility – 136%; risk free rate of return 1.49%; weighted average life – 0.5 years.

The following table summarizes warrants outstanding at March 31, 2013:

Date of expiry	Warrants Outstanding	Exercise price
April 30, 2013	5,537,692	\$0.25
June 15, 2013	1,520,833	\$0.25
August 19, 2013	1,041,666	\$0.25
November 15, 2013	11,829,000	\$0.20
Total	19,929,191	\$0.22*

* weighted average exercise price

(d) Stock options

The Company has a stock option plan that provides for the issuance to its directors, officers, employees and consultants options to purchase from treasury a number of common shares not exceeding 10% of the common shares that are outstanding from time to time which is the number of shares reserved for issuance under the plan. Options granted under the plan vest at the time of the grant. The options are non-transferable if not exercised. The following tables summarize information regarding stock options for the period ended March 31, 2013:

	Number	Weighted average exercise price
Balance at December 31, 2012	6,282,500	\$0.38
Cancelled/Forfeited	(647,500)	0.37
Balance at March 31, 2013	5,635,000	\$0.38

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Date of grant	Number of options outstanding	Exercise price	Remaining life (yrs)	Date of Expiry	Exercisable Options
Apr 12, 2010	10,000	\$0.34	0.03 years	Apr 12, 2013	10,000
Sep 14, 2010	150,000	\$0.25	0.45 years	Sep 14, 2013	150,000
Oct 26, 2010	957,500	\$0.35	2.57 years	Oct 26, 2015	957,500
Feb 3, 2011	300,000	\$0.365	2.84 years	Feb 3, 2016	300,000
Mar 23, 2011	250,000	\$0.32	2.98 years	Mar 23, 2016	250,000
Jun 8, 2011	250,000	\$0.40	3.19 years	Jun 8, 2016	250,000
Nov 1, 2011	3,717,500	\$0.40	3.59 years	Nov 1, 2016	3,717,500
Total	5,635,000				5,635,000

7. CONTRIBUTED SURPLUS

The following table presents changes in contributed surplus:

Balance at December 31, 2011	\$2,042,558
Stock based compensation	23,634
Balance at December 31, 2012 and March 31, 2013	\$2,066,192

8. RELATED PARTY TRANSACTIONS

The following table summarizes the Company's related party transactions:

	Three months ended March 31, 2013	Three months ended March 31, 2012
	\$	\$
Management fees ¹	45,000	109,276
Evaluation assets ²	-	57,000
Professional fees ³	-	9,595

¹ Paid to a company owned by an officer of the Company. There was \$Nil in accounts payable and accrued liabilities at March 31, 2013 (2012 - \$38,284).

² Paid to a company owned by an officer of the Company. There was no amount recorded in accounts payable and accrued liabilities at March 31, 2013 (2012 - \$19,000).

³ Paid to the relative of the former General Manager of AGD Colombia. There was no amount recorded in accounts payable and accrued liabilities at March 31, 2013 (2012 - \$2,720).

These amounts incurred are in the normal course of business and are measured at the exchange amount.

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9. SEGMENTED REPORTING

The Company operates in one geographic centre and is organized into business units based on mineral properties. It has one reportable operating segment, being that of exploration and evaluation activities in Colombia.

10. CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base with the objectives of maintaining financial flexibility, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company ensures as much as possible that it will have sufficient liquidity to meet liabilities when due. The Company considers its capital structure to include working capital, and common share capital. In order to maintain or adjust the capital structure, the Company may from time to time issue common shares or other securities, sell assets or adjust its capital spending to manage current and projected working capital levels. The Company has not changed its policy from prior years.

Due to long lead times on several of the Company's exploration and development projects, from time to time the Company secures capital to fund its investments in mineral projects in advance which results in a net working capital balance. As exploration projects progress the Company expects the net working capital balance to significantly decrease from current levels, and additional capital will be required to fund additional projects. If the Company is unsuccessful in raising additional capital, the Company may have to sell, farm out or forfeit rights to some or all of its mineral properties. The Company is not subject to externally imposed capital requirements.

11. FINANCIAL INSTRUMENTS

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk, market risk, foreign currency risk, commodity price risk, interest rate risk and fair value.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's financial risk management framework and monitors risk management activities. Management identifies and analyzes the risks faced by the Company and may utilize financial instruments to mitigate these risks.

Credit risk

Cash and cash equivalent consist of bank balances and short term deposits maturing in less than one year. The Company manages the credit exposure related to short term investments by selecting counterparties based on credit ratings and monitors all investments to ensure a stable return, avoiding complex investment vehicles with higher risk such as asset backed commercial paper. At March 31, 2013 cash deposits were concentrated at one major Canadian Chartered bank.

The carrying amount of accounts receivable and cash and cash equivalent represents the maximum credit exposure. The Company does not have an allowance for doubtful accounts as at March 31, 2013, and did not provide for any doubtful accounts nor was it required to write off any receivables during the three months ended March 31, 2013.

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Market risk

Market risk is the risk that changes in market factors, such as foreign exchange rates, commodity prices, and interest rates, and liquidity will affect the Company's net income or the value of financial instruments. The objective of market risk management is to mitigate risk exposures within acceptable limits, while maximizing returns.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The Company is exposed to foreign currency fluctuations as certain transactions are denominated in Colombian Pesos and United States of America dollars.

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars and US dollars. The Company funds major exploration expenses in Colombia pesos. If the Colombian peso appreciated by 10%, the Company's net loss would increase by approximately \$66,708 and total assets would increase by approximately \$917,503. If the Colombian peso depreciated by 10%, the Company's net loss would decrease by approximately \$60,644 and total assets would decrease by approximately \$834,094. The Company does not manage its foreign currency risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as much as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and unusual conditions without incurring unacceptable losses, relinquishment of properties or risking harm to the Company's reputation.

The Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary to provide current cash flow estimates. The Company also utilizes authorizations for expenditures on projects to further manage capital expenditures. To facilitate the capital expenditure program, the Company has raised capital through the issuance of common shares. Additional financing will be required to complete planned capital programs. The Company's financial liabilities as at March 31, 2013, consist of accounts payable and accrued liabilities.

Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Significant changes in commodity prices can materially impact the Company's financial results. Lower commodity prices can reduce the Company's ability to raise capital. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand.

Commodity prices, and in particular gold spot prices, fluctuate and are affected by factors outside of the Company's control. The current and expected future spot prices have a significant impact on the market sentiment for investment in mineral exploration companies and may impact the Company's ability to raise equity financing for its ongoing working capital requirements.

Interest rate

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's interest rate risk is minimal as there are no interest-bearing outstanding loans or interest-bearing debts. The Company has not entered into any interest rate swaps or other active interest rate management programs at this time.

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Fair value

Fair value is determined using the following methods and assumptions:

The carrying value of cash and cash equivalents, accounts receivable, GST receivable, accounts payable and accrued liabilities, and customer deposits approximate their fair value due to the relatively short periods to maturity of these instruments.

All financial instruments that are measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities.

Level 1 – inputs are unadjusted quoted prices of identical instruments in active markets.

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the comparable asset or liability, either directly or indirectly.

Level 3 – one or more significant inputs used in a valuation technique are unobservable in determining fair values of the instruments

The Corporation's only instrument that is carried at fair value is cash and cash equivalents and is considered Level 1 in the hierarchy.

Sensitivity analysis

Instruments held for trading

The Company believes that the movements in investments held for trading that are reasonably possible over the next twelve-month period will not have a significant impact on the Company. The Company believes that its cash position and short-term investments provide adequate liquidity to meet all of the Company's near-term obligations.

12. COMMITMENTS AND CONTINGENCY

The Company has the following commitments under agreements entered into:

- (a) The Company had one service contract in place with a company owned by an officer of the Company who provided consulting services to the Company. The total commitment under the contract at March 31, 2013 was \$15,000 per month. Subsequent to March 31, 2013 the contract was terminated. The Company signed a service contract for \$20,000 USD per month with an officer who will be providing services to the company effective April 1, 2013.
- (a) On July 19, 2010, the Company entered into an office lease agreement for approximately \$6,500 per month for a period of five years commencing September 1, 2010 and ending August 31, 2015. The Company sublet the office space effective February 1, 2011 for the duration of the lease at a net loss of \$212 per month.
- (b) Effective March 1, 2010 the Company adopted a resolution whereby each non-contracted Director is to be paid a \$1,500 per month fee to be earned at the time that any stock options or warrants are exercised by the director. The Director will be required to pay for the stock options or warrants exercised in full at the time of exercise. Upon exercise and payment of the stock options or warrants, the Director will then receive payment for contingent Directors' fees to date, which amount shall not exceed the amount of the exercise of

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stock options or warrants. This amount represents a contingent liability and will only be paid to a Director under the following conditions; 1) they continue to be a Director, 2) they pay for the options and warrants exercised in full at the time of exercise, and 3) they exercise their options and warrants. The potential commitment at March 31, 2013 is \$144,000 (2012 - \$139,500).

13. SUBSEQUENT EVENT

On May 8, 2013 the Company announced the first tranche closing of a non-brokered private placement, raising aggregate gross proceeds of \$150,500 via the issuance of 4,300,000 common shares at a price of \$0.035 per common share.