ANTIOQUIA GOLD INC.
(FORMERLY - HIGH AMERICAN GOLD INC.)

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED DECEMBER 31, 2010 AND 2009

UNAUDITED

ANTIOQUIA GOLD INC.

(A DEVELOPMENT STAGE COMPANY)

December 31, 2010

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 unaudited interim financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

The Company's independent auditors have not performed a review of these financial statements.

ANTIOQUIA GOLD INC.
(A Development Stage Company)
INTERIM CONSOLIDATED BALANCE SHEET

	December 31, **2010** **(Unaudited)**	March 31, 2010 (Audited)
Assets		
Current		
Cash and cash equivalents	**$583,418**	$1,664,509
Accounts receivable	**120,481**	55,223
Notes receivable (Note 9)	**-**	198,000
GST receivable	**75,109**	57,120
Prepaid expenses	**306,143**	189,605
	1,085,151	2,164,457
Exploration Property (Note 5)	**8,402,958**	5,152,332
Equipment (Note 6)	**9,306**	9,306
Goodwill (Note 4(b))	**1,048,507**	1,048,507
	$10,545,922	$8,374,602
Liabilities		
Current		
Accounts payable and accrued liabilities	**$520,747**	$391,488
Customer deposits	**10,009**	10,059
	530,756	401,547
Commitments and contingencies (Note 12)		
Shareholders' Equity		
Share capital (Note 4 & 8)	**10,696,856**	7,810,431
Warrants (Note 8)	**2,077,883**	1,933,505
Contributed surplus (Note 8(d))	**1,199,154**	795,678
Deficit	**(3,958,727)**	(2,566,559)
	10,015,166	7,973,055
	$10,545,922	$8,374,602

See accompanying notes to interim financial statements.

ANTIOQUIA GOLD INC.

(A Development Stage Company)

INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS AND DEFICIT

(Unaudited)

	For the three months ended December 31,		For the nine months ended December 31,	
	2010	2009	**2010**	2009
Revenues:				
Consulting fees	**$(10,614)**	$523	**$58,507**	$523
Interest	**3,295**	-	**6,338**	-
	(7,319)	523	**64,845**	523
Expenses:				
Consultant fees	**122,770**	107,295	**403,743**	267,420
Professional fees	**13,756**	(2,320)	**111,763**	12,345
Office and general	**(8,379)**	33,423	**117,018**	44,684
Rent	**11,178**	-	**38,751**	-
Stock based compensation	**318,284**	442,079	**403,476**	934,013
Exploration expenses	**(23,888)**	-	**24,644**	-
Travel	**48,124**	31,092	**142,713**	60,214
Sales taxes and fees	**14,230**	5,901	**57,113**	10,406
Public company costs	**42,137**	67,593	**110,228**	103,482
Foreign exchange	**6,874**	4,956	**37,620**	10,553
Bank charges	**1,780**	97,116	**9,944**	108,875
Income taxes	-	3,629	-	3,629
Amortization	-	177	-	177
	546,866	790,940	**1,457,013**	1,555,799
Net loss and comprehensive loss for the period	**554,185**	790,417	**1,392,168**	1,555,276
Deficit, beginning of period	**3,404,542**	1,679,394	**2,566,559**	914,535
Deficit, end of period	**$3,958,727**	$2,469,811	**$3,958,727**	$2,469,811
Loss per share, basic and fully diluted	**$0.01**	$0.02	**$0.02**	$0.04
Weighted average number of shares outstanding	**79,638,566**	52,064,324	**71,846,228**	37,279,992

See accompanying notes to interim financial statements.

ANTIOQUIA GOLD INC.

(A Development Stage Company)

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the three months ended December 31,		For the nine months ended December 31,	
	2010	2009	**2010**	2009
Operating activities				
Net loss for the period	**$(554,185)**	$(790,417)	**$(1,392,168)**	$(1,555,276)
Stock-based compensation	**318,284**	442,079	**403,476**	934,013
Amortization	-	177	-	177
Change in non-cash working capital				
Accounts receivable	**(66,149)**	(45,938)	**(65,258)**	(52,548)
Notes receivable	**198,000**	-	**198,000**	-
GST receivable	**22,637**	(3,012)	**(17,989)**	(8,713)
Prepaid expenses	**28,145**	(43,778)	**(116,538)**	(103,031)
Accounts payable	**(25,592)**	(9,486)	**129,209**	(55,041)
Cash used in operating activities	**(78,860)**	(450,374)	**(861,268)**	(840,418)
Financing activities				
Issuance of share capital	**754,517**	3,180,282	**2,993,303**	4,992,960
Warrants exercised	**37,500**		**37,500**	
Due from shareholders	-	(45,938)	-	(45,938)
Share subscriptions	-	117,000	-	20,000
Advances from shareholders	-	-	-	(30,000)
Funds provided by financing activities	**792,017**	3,251,344	**3,030,803**	4,937,022
Investing activities				
Exploration expenditures	**(955,330)**	(1,601,860)	**(3,250,626)**	(2,170,244)
Funds used in investing activities	**(955,330)**	(1,601,860)	**(3,250,626)**	(2,170,244)
Net change in cash during the period	**(242,173)**	1,199,110	**(1,081,091)**	1,926,360
Cash position, beginning of the period	**825,591**	741,509	**1,664,509**	14,259
Cash position, end of period	**$583,418**	$1,940,619	**$583,418**	$1,940,619
Supplemental cash flow information:				
Cash paid for interest	**$ -**	$96,099	**$ -**	$106,802
Cash paid for income taxes	**$ -**	**$ -**	**$ -**	**$ -**

See accompanying notes to interim financial statements.

1. Nature of Business

On July 30, 2008, Antioquia Gold Inc. (formerly High American Gold Inc.) (the "Company") completed a transaction with Am-Ves Resources Inc. ("Am-Ves") a company which was incorporated under the laws of Alberta on January 19, 2006. The Company then owned 100% of the outstanding shares of Am-Ves. This transaction was been 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 are now one company operating under the name Antioquia Gold Inc. The Company owns 100% of Antioquia Gold Ltd., a Barbados company, which in turn has a branch registered to do business in Colombia, South America. All the mineral exploration activities of the Company are 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 development stage as it is 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.

2. Going Concern

These consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles applicable for a going concern, which presumes that the Company will continue realizing its assets and discharging its liabilities in the normal course of business. At December 31, 2010, the Company had a cumulative deficit of $3,958,727 (March 31, 2010 – $2,566,559) and working capital of $554,395 (March 31, 2010 working capital – $1,762,910). The Company's ability to continue as a going concern is dependent upon its ability to attain 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 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.

3. Summary of Significant Accounting Policies

(a) Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Antioquia Gold Ltd. and Ingenieria Y Gestion Del Territorio S.A. ("IGTER")

3. <u>Summary of Significant Accounting Policies (cont'd)</u>

(b) 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 three months or less at acquisition, that are readily convertible to the contracted amounts of cash.

(c) Revenue recognition
Interest revenue is recognized as earned and consulting fees are recognized as income when services are rendered.

(d) Resource properties and deferred exploration costs
Exploration properties are stated at cost. Exploration expenditures relating to mining properties in which an interest is retained are deferred and are carried as an asset until the results of the projects are known. If a project is successful, the acquisition cost and related deferred exploration expenditures would be amortized by charges against income from future mining operations. If a project is unsuccessful or if exploration has ceased because continuation is not economically feasible, the cost of the property and the related exploration expenditures are written off.

Exploration expenditures, which are general in nature and cannot be associated with a specific group of mining claims, and general administrative expenses, are written off in the year in which they are incurred.

Emerging Issues Committee abstract 174 ("EIC-174") provides that a mining enterprise is not precluded from considering exploration costs to have the characteristics of property, plant and equipment when it has not established resource reserves objectively and therefore does not have a basis for preparing a projection of the estimated future net cash flow from the property.

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 the date the shares were issued. Resource property costs include initial acquisition costs and related option payments, which are recorded when paid. Exploration and development costs 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. Option payments are credited against 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. EIC-174 states that a mining enterprise that has not established mineral reserves objectively and, therefore, may not have a basis for preparing a projection of the estimated future net cash flow from the property, is not precluded from considering exploration costs to have the characteristics of property, plant and equipment. Exploration costs related to mining properties may be initially capitalized under Section 3061 if an enterprise considers that such costs have the characteristics of property, plant and equipment and that capitalization is appropriate to its circumstances.

3. Summary of Significant Accounting Policies (cont'd)

Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3061 requires that property, plant and equipment be written down when the long-term expectation is that the net carrying amount will not be recovered; further, EIC-174 references certain conditions that should be considered in determining subsequent write-downs, such as a significant drop in mineral prices, a significant deterioration in the availability of financing or a significant delay in the development activity; management reviews such conditions to determine whether a write-down of capitalized costs is required. When the carrying value of a property exceeds its net recoverable amount, provision is made for the impairment in value.

(e) 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 period 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, and 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 Statement of Operations, Loss and Deficit, nor accumulated other comprehensive income during the periods that have been presented.

(f) Impairment of long-lived assets

CICA Handbook Section 3063 "Impairment of long-lived assets" requires the Company to assess the impairment of long-lived assets, which consists primarily of exploration properties and equipment, whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets to be held and used are measured by a comparison of the carrying value of the asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the amount of the impairment is measured by the amount by which the carrying amount of the asset exceeds its fair value.

For the Company, the adoption of CICA Section 3063 has no impact on results of operations previously and currently presented.

(g) Asset retirement obligations

CICA Section 3110 "Asset retirement obligations" requires that the fair value of a liability or an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The estimate excludes the residual value of the related assets. The associated retirement costs are capitalized as part of the carrying amount of the long lived assets and amortized over the life of the asset. The amount of liability is subject to re-measurement at each reporting period. At the present time, the Company has concluded that there are no asset retirement obligations associated with any of its properties.

3. Summary of Significant Accounting Policies (cont'd)

(h) Foreign currency translation

Balances denominated in foreign currencies are translated into Canadian dollars as follows:

i) monetary assets and liabilities at period end rates;
ii) all other assets and liabilities at historical rates; and
iii) revenue and expense transactions at the average rate of exchange prevailing during the period.

Exchange gains or losses arising on these transactions are reflected in income in the period incurred.

(i) Use of estimates

The preparation of consolidated financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Key areas where management has made complex or subjective judgments includes fair value of certain assets; impairment of exploration property; intangible asset impairment assessments; valuation of warrants; stock-based compensation and contingencies.

(j) Income taxes

Income taxes are accounted for using the future income tax method. Under this method income taxes are recognized for the estimated income taxes payable for the current year and future income taxes are recognized for temporary differences between tax and accounting bases of assets and liabilities and for the benefit of losses available to be carried forward for tax purposes that are likely to be realized. Future income tax assets and liabilities are measured using tax rates expected to be recovered or settled. Tax benefits have not been recorded due to uncertainty regarding their utilization and the amount of future income tax assets recognized is limited to the amount of the benefit that is more likely than not to be recognized.

(k) Stock-based compensation cost

CICA Section 3870 "Stock-based compensation and other stock-based payments" requires that the fair value based method be applied to awards granted. The Company recognizes the stock-based compensation cost related to options granted on the basis of fair value at the date of grant in accordance with the fair value method of accounting for stock-based compensation. The fair value of the option has an offset credit to contributed surplus. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to capital stock.

(l) 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. Diluted income (loss) and comprehensive income (loss) per share is calculated by dividing the net income (loss) by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive securities had been issued during the period.

3. Summary of Significant Accounting Policies (cont'd)

(m) Financial instruments

Held for trading
Financial assets that are held with the intention of generating profits in the near term and derivative contracts that are financial assets, except for a derivative that is a designated and effective hedging instrument, are classified as held for trading. In addition, any other financial assets can be designated by the Corporation upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized in net income or expense during the period.

Held to maturity
Financial assets that have a fixed maturity date and which the Company has a positive intention and the ability to hold to maturity are classified as held to maturity, which are subsequently re-measured at amortized cost using the effective interest rate method.

Loans and receivables
Loans and receivables are non-derivative financial assets resulting from the delivery of cash or other assets in return for a promise to repay on a specified date, or on demand usually with interest. Loans and receivables are subsequently re-measured at amortized cost using the effective interest rate method.

Available for sale
Available for sale assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. Financial assets classified as available for sale are subsequently re-measured if they have quoted market value in an active market. Otherwise, these investments are carried at cost and are written down when impairment is considered that is other than temporary. Any changes in fair value are recognized in other comprehensive income.

(n) Financial liabilities

Held for trading
Financial liabilities that are held with the intention of generating profits in the near term and derivative contracts that are financial liabilities, except for a derivative that is a designated and effective hedging instrument, are classified as held for trading. In addition, any other financial liabilities can be designated by the Corporation upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized in net income during the period.

Other financial liabilities
Non-derivative financial liabilities that have not been designated as held for trading are classified as other liabilities, which are subsequently re-measured at amortized cost using the effective interest rate method.

3. Summary of Significant Accounting Policies (cont'd)

The Corporation has classified its financial instruments as follows:

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

(o) Related party transactions

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

(p) Equipment

Equipment is recorded at cost. Amortization per annum is provided as follows:

Office equipment and furniture	10% declining balance
Computer equipment	20% declining balance
Vehicle	20% declining balance

(q) Future accounting changes

CICA Handbook Section 1582 – Business Combinations, replaces CICA Handbook Section 1581 – Business Combinations, and establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. The new standard applies to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier application is permitted.

CICA Handbook Section 1601 establishes standards for the preparation of Consolidated Financial Statements.

CICA Handbook Section 1602 establishes the accounting for a non-controlling interest in a subsidiary, in the Consolidated Financial Statements, subsequent to a business combination. The standards apply to interim and annual Consolidated Financial Statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year.

The Corporation is currently assessing the impact of the adoption of these new standards on its consolidated financial statements.

3. Summary of Significant Accounting Policies (cont'd)

International Financial Reporting Standards ("IFRS")
In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian public companies. The AcSB strategic plan outlines the convergence of Canadian GAAP and IFRS over an expected five year transitional period. In February 2008, the AcSB announced that January 1, 2011, is the changeover date for publicly listed companies to use IFRS, replacing Canadian GAAP, affecting interim and annual financial statements relating to fiscal years after this date. These new standards will be applicable as of January 1, 2011. Accordingly, the Corporation's first consolidated financial statements prepared under IFRS will be presented for its June 30, 2011 first quarter. However, this will also necessitate the restatement of comparative figures for the 2010 comparative period. As such, the Corporation's effective date of transition will be April 1, 2010.

(r) Adoption of new accounting standards

i) Credit risk and the fair value of financial assets and financial liabilities
Emerging Issues Committee ("EIC") abstract 173, Credit Risk and the Fair Value of Financial Assets and Financial Liabilities ("EIC-173"), provides guidance on how to take into account an entity's own credit risk and the credit risk of the counter party in determining the fair value of financial assets and financial liabilities, including derivative instruments, for presentation and disclosure purposes. The application of EIC-173 did not result in a material impact on the Company's consolidated financial statements.

ii) Goodwill and intangible assets
Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3064, Goodwill and Intangible Assets ("Section 3064") replaces CICA Handbook Section 3062, Goodwill and Intangible Assets and establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. CICA Handbook Section 1000, Financial Statement Concepts was amended to clarify criteria for recognition of an asset. CICA Handbook Section 3450, Research and Development Costs is replaced by guidance in Section 3064. EIC 27 Revenues and Expenditures During the Pre-Operating Period is no longer applicable for entities that have adopted Section 3064. CICA Accounting Guideline 11 Enterprises in the Development Stage was also amended to delete references to deferred costs and to provide guidance on development costs as intangible assets under CICA 3064. The adoption of this Section did not have a significant effect on the Company's interim financial statements.

iii) Financial instruments - fair value hierarchy disclosures.
During 2009, CICA Handbook Section 3862, Financial Instruments – Disclosures, was amended to require disclosures about the inputs to fair value measurements, including their classifications within a hierarchy that prioritizes the inputs to fair value measurements

3. Summary of Significant Accounting Policies (cont'd)

The fair value hierarchy levels are as follows:

Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities

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

Level 3 Inputs for the asset or liability that are not based on observable market data

The adoption of the amended standard did not have a material impact on the Company's disclosures, since the Company does not have financial instruments measured at fair value, with the exception of cash and cash equivalents which are considered Level 1 in the hierarchy.

Disclosures on financial instruments and the associated risks are provided in Note 11 at the very end.

4. Business Acquisition

(a) Am-Ves Resources Inc. ("Am-Ves")

On July 30, 2008, the Company completed a transaction which resulted in the acquisition of Am-Ves. This transaction was accounted for as a reverse takeover as the control of the Company was acquired by the shareholders of Am-Ves. The Company's common shares were listed and commenced trading on the TSX Venture Exchange on August 5, 2008. The following summarizes the fair value of the assets and liabilities assumed in this transaction.

Cash assumed	$	(18)
Accounts receivable		8,029
Accounts payable and other liabilities assumed		(280,538)
Value assigned to common shares	$	(272,527)

(b) Ingenieria Y Gestion Del Territorio S.A. ("IGTER")

During the year end March 31, 2010 the Company completed a transaction which resulted in the acquisition of IGTER, a company incorporated under the laws of Colombia, for US$300,000 (CDN$316,110) and 2,000,000 common shares with a total value of $810,000.

The following summarizes the fair value of the assets and liabilities acquired in this transaction:

Cash assumed	$ 8,620
Accounts receivable	55,223
Exploration property	90,211
Property, plant & equipment	10,998
Accounts payable	(84,433)
Legal reserve	(3,016)
Value assigned to goodwill	1,048,507
Total consideration	$1,126,110

5. Exploration Property

	Property acquisition – Cash	Property acquisition – Shares	Exploration expenditures	Closing balance
Balance as at March 31, 2009	$937,925	$ -	$989,188	$ 1,927,113
Transactions during the year	-	649,009	2,576,210	3,225,219
Balance as at March 31, 2010	$937,925	$649,009	$3,565,398	$5,152,332
Transactions during the period	-	-	$3,250,626	$3,250,626
Balance as at December 31, 2010	$937,925	$649,009	$6,816,024	$8,402,958

(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 (the "Project") located in the Antioquia Department of Colombia. The Cisneros Project consists of 6 contiguous mineral dispositions covering 279 hectares, and is comprised of the Guayabito Property covering 178 hectares, acquired by way of the purchase option agreement, and the La Manuela Property which were part of the purchase option agreement, whereby the Company had the option to acquire further lands from private sources. This option was exercised resulting in the addition of 101 hectares near the Guayabito Property.

The final US$200,000 owing under the terms of the purchase option agreement was paid in August 2010 once the 100% ownership was registered with the Colombian National Mining Registry in the name of the Company. (See Note 12(1))

In addition the Purchase Agreement requires the Company to:

i. Pay out 1.0% in royalties;
ii. Spend US$2,000,000 in a comprehensive exploration and development program ("Program") with the objective of producing a bankable feasibility study that would allow for a mine development decision to be made by December 15, 2011.

(b) Bullet Project

On April 9, 2009 the Company signed a contract with Grupo de Bullet ("GDB") for the purchase of 90% interest in certain mining titles in Colombia (5,243 hectares) adjacent to the core Cisneros properties. The terms of the agreement (amended) required the Company to issue 1,062,500 common shares and 531,250 warrants (each warrant entitles holder to purchase 1 additional common share for $0.40 per share prior to expiry on November 12, 2011. All were issued on November 12, 2009. The agreement also required the Company to incur $2,000,000 in exploration expenditures by October 9, 2010 on any of the Company's Cisneros lands. This commitment has been met.

Per the agreement, GDB has a 10% free carried interest until December 31, 2010 and has been extended until December 31, 2011 or a Feasibility Study is completed. GDB will have the option to continue in the project by providing 10% of the funds on the Santa Domingo going forward or convert the 10% interest into a 1% NSR.

5. Exploration Property (cont'd)

(c) Pacho Luis Property

As reported on March 2, 2010, an acquisition of a mining title with an area of 103.72Ha known as the Pacho Luis lands, a part of the Cisneros Project in Colombia, has been delayed as the Company waits to have the 100% ownership of the concession registered in the Colombia National Mining Registry. The registrations are expected to be completed in the Company's first quarter of fiscal 2012. This acquisition was done with a combination of cash deposit and common shares. The shares will be issued once the mining title is registered in the name of Antioquia Gold Ltd.

6. Equipment

	Cost	Accumulated Amortization	Net Book Value
Balance at March 31, 2010 & December 31, 2010	$14,991	$5,685	$9,306

7. Convertible Notes

During the year-end March 31, 2009, the Company borrowed $337,512 from certain founder shareholders and directors, for six month terms, bearing interest at 12% per annum and, subject to regulatory approvals, convertible into units of the Company at a price of $0.20 per unit, with each unit comprised of one common share and one-half warrant. Each full warrant will entitle the holder to purchase one common share of the Company at a price of $0.30 for a period of 24 months from date of advance.

During the year ended March 31, 2010, the holders of the loans converted $317,512 of principal plus $16,966 of accrued interest for a total of $334,478 to units of the Company at a revised price of $0.10 per unit, with each unit comprised of one common share and one-half warrant, where each full warrant entitles the holder to purchase one common share of the Company at a price of $0.30 per share for 24 months from date of close.

8. Share Capital

(a) Authorized: Unlimited Common shares

(b) Issued:

Common shares	Shares	Amounts
Balance at March 31, 2008	16,573,000	$1,218,000
Issued in private placements for cash:		
July 2008 *(i)*	7,030,000	1,188,000
Issued on business acquisition (Note 4)	2,548,210	(272,527)
Share issue costs	-	(366,790)
Balance at March 31, 2009	26,151,210	$1,766,683
Private placement *(vi)*	8,009,058	800,906
Shares for debt *(vii)*	2,573,906	257,391
Shares for debt *(viii)*	666,701	66,670
Shares for debt *(ix)*	714,423	71,442
Private placement *(x)*	1,250,000	250,000
Private placement *(xi)*	3,748,355	749,671
Private placement *(xii)*	7,142,000	1,785,500
Shares issued for the purchase of property (note 5)	1,062,500	212,500
Shares issued for the purchase of IGTER (note 4)	2,000,000	810,000
Shares issued for the purchase of property	1,029,502	436,509
Exercise of warrants	10,335,551	2,564,395
Exercise of warrants	-	128,142
Warrants issued	-	(1,633,971)
Share issue cost	-	(455,407)
Balance at March 31, 2010	64,683,205	$7,810,431
Private placement – August 13, 2010	12,128,101	2,425,620
Share issue costs	-	(385,235)
Warrants converted – October 29, 2010	4,042,700	808,540
Exercise of warrants – December 21, 2010	125,000	37,500
Balance at December 31, 2010	80,979,006	$10,696,856

8. Share Capital (cont'd)

	Warrants	Amounts
Warrants		
Balance at March 31, 2009	11,042,050	$255,000
Issued:		
July 2009 *(vi)*	4,004,529	177,138
July 2009 *(vii)*	1,286,953	56,928
August 2009 *(x)*	625,000	63,888
September 2009 *(xi)*	1,874,178	343,524
October 2009 *(xii)*	3,571,000	759,107
November 2009 (note 5(b))	531,250	181,26
Exercise of agents options	206,350	52,123
Agents warrants *(i, xi and xii)*	830,200	172,676
Warrants exercised	(9,922,852)	(128,142)
Agents options exercised	(420,798)	-
Warrants expired	(1,179,750)	-
Balance at March 31, 2010	12,448,110	1,933,505
Agents warrants *(xiii)*	848,967	144,378
Warrants exercised	(125,000)	-
Balance at December 31, 2010	13,172,076	$2,077,883

(i) In July 2008, Am-Ves completed a private placement and a brokered placement whereby 7,030,000 units were issued at $0.20 per unit. Each unit consisted of one common share and one-half share purchase warrant. Each whole warrant is exercisable at $0.30 for a period of eighteen months following the closing of the placements. The fair value of the warrants was determined using the Black-Scholes option pricing model with the following assumptions; dividend yield – nil, expected volatility – 89%, risk free rate of return – 2.73% and the weighted average life – 1.5 years.
In connection with the brokered private placement Am-Ves granted the agents 438,000 warrants exercisable at $0.20 for a period of eighteen months. The fair value of the broker warrants was determined using the Black-Scholes option pricing model with the following assumptions; dividend yield – nil, expected volatility – 89%, risk free rate of return – 2.73% and the weighted average life – 1.5 years.

(ii) In March 2008, Am-Ves completed a private placement whereby 3,072,500 units were issued for gross proceeds of $614,500. Each Unit was comprised of one common share and one-half warrant ("Am-Ves Warrant"). One Am-Ves Warrant entitled the holder to purchase one Am-Ves common share at a price of $0.30 for a period of 18 months from issuance.

(iii) In January 2008, Am-Ves issued 10,000,000 units ("Units") at a price of $0.05 per Unit. Each Unit was comprised of one common share and one-half warrant ("Am-Ves Warrant"). One Am-Ves Warrant entitled the holder to purchase one Am-Ves common share at a price of $0.20 at the earlier of 24 months from issuance or 18 months from the date of listing of the Am-Ves shares or the successor company, resulting from the Exchange Agreement, on the TSX Venture Exchange or other Canadian stock exchange. As at March 31, 2008, Am-Ves had issued 10,000,000 units for gross proceeds of $500,000.

8. Share Capital (cont'd)

(iv) On October 30, 2007, Am-Ves issued 3,000,000 common shares at a price of $0.001 per share to existing shareholders and new investors. Of the 3,000,000 common shares issued 1,485,000 were issued to directors of Am-Ves.

(v) On October 17, 2007, Am-Ves issued 500,000 common shares at a price of $0.20 to the vendors of the Guayabito Project referred to in Note 5 (vii) "Exploration Property".

(vi) On July 25, 2009 the Company issued 8,009,058 units at $0.10 per unit for cash consideration of $800,906 where one unit was comprised of one common share and one half of one common share purchase warrant where a full warrant entitles the holder to purchase one additional common share for $0.30 per share for a period of 24 months expiring on July 25, 2011; there were 4,004,529 warrants issued for this financing.

(vii) On July 25, 2009 the Company issued 2,573,905 units at $0.10 per unit for conversion of convertible loans plus accrued interest in the amount of $257,391 where one unit is comprised of one common share and one half of one common share purchase warrant where a full warrant entitles the holder to purchase one additional common share for $0.30 per share for a period of 24 months expiring on July 25, 2011; there were 1,286,953 warrants issued for this financing.

(viii) On July 25, 2009 the Company issued 666,701 common shares at $0.10 per share for conversion of convertible loans plus accrued interest in the amount of $66,670;

(ix) On July 25, 2009 the Company issued 714,423 common shares at $0.10 per share for conversion of debt owed to certain officers in the amount of $71,442; and,

(x) On August 25, 2009 the Company issued 1,250,000 units at $0.20 per unit for cash consideration of $250,000 where one unit is comprised of one common share and one half of one common share purchase warrant where a full warrant entitles the holder to purchase one additional common share for $0.30 per share for a period of 24 months expiring on August 28, 2011. There were 625,000 warrants issued on this financing.

(xi) On September 25, 2009 the Company issued 3,748,355 units at $0.20 per unit for cash consideration of $749,671 where one unit is comprised of one common share and one half of one common share purchase warrant where a full warrant entitles the holder to purchase one additional common share for $0.30 per share for a period of 24 months expiring on September 25, 2011. There were 1,874,178 warrants and 130,000 broker warrants issued in this financing.

8. Share Capital (cont'd)

(xii) On October 22, 2009 the Company issued 7,142,000 units at $0.25 per unit for cash consideration of $1,785,500 where one unit is comprised of one common share and one half of one common share purchase warrant where a full warrant entitles the holder to purchase one additional common share for $0.40 per share for a period of 24 months expiring on August 28, 2011. There were 3,571,000 warrants and 700,200 broker warrants issued in this financing.

The fair value of the warrants issued in the prior year was determined using the Black-Scholes option pricing model with the following assumptions: dividend yield – NIL, expected volatility – 85%, risk free rate of return – 1.19% to 1.37% and the weighted average life – 1.5 to 2 years.

(xiii) On August 13, 2010 the Company issued 12,128,101 common shares at $0.20 per share for cash consideration of $2,425,620. The Company also issued a Special Warrant that is convertible into 4,042,750 common shares at a price of $0.20 per common share for proceeds of $808,540. The proceeds from the Special Warrant were held in escrow until shareholders approve Desafio Minero S.A.C. becoming a "control person". Approval from shareholders was received at the annual general meeting of shareholders on September 30, 2010 and approval from the TSX-V was received on October 28, 2010. The Special Warrant was excised on October 28, 2010 and proceeds of $808,540 were released from escrow. In connection with private placement, the Company granted 848,967 agents warrants exercisable at $0.20 expiring on August 13, 2012. The fair value of the warrants issued was determined using the Black-Scholes options pricing model with the following assumptions: dividend yield – NIL, expected volatility – 129%, risk free rate of return – 1.03% and a life of two years.

(c) 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.

8. Share Capital (cont'd)

A summary of the status of the Company's stock option plan as at December 31, 2010 and March 31, 2010 and changes during the respective period-ended on those dates is presented below.

	December 31, 2010		March 31, 2010	
Stock Options	Number of options	Weighted average exercise price	Number of options	Weighted average Exercise price
Beginning of period	5,489,780	$0.35	2,350,000	$0.30
Granted	200,000	0.30	350,000	0.30
Granted	150,000	0.30	1,289,780	0.30
Granted	48,000	0.25	1,600,000	0.49
Granted	150,000	0.25		
Granted	1,070,000	0.35		
Granted	400,000	0.35		
Expired	-	-	(100,000)	0.30
Cancelled	(150,000)	0.30		
Cancelled	(350,000)	0.30		
End of period	7,007,780	$0.36	5,489,780	$0.35
Exercisable, end of period	6,683,780	$0.36	5,279,065	$0.36

Date of Grant	Number Outstanding	Exercise Price	Weighted Average Remaining Contractual Life	Date of Expiry	Number Exercisable December 31 2010
Aug 25, 2008	2,250,000	$0.30	0.65 years	Aug 5, 2011	2,250,000
Apr 28, 2009 (i)	350,000	$0.30	1.32 years	Apr 28, 2012	350,000
Sep 22, 2009 (ii)	868,350	$0.30	1.73 years	Sep 22, 2012	868,350
Sep 22, 2009 (iii)	71,430	$0.30	1.67 years	Jul 31, 2011	71,430
Dec 30, 2009 (iv)	1,600,000	$0.49	2.00 years	Dec 12, 2012	1,600,000
Apr 12, 2010 (v)	200,000	$0.34	2.28 years	Apr 12, 2013	200,000
Aug 18, 2010 (vi)	48,000	$0.25	2.63 years	Aug 18, 2013	24,000
Sep 14, 2010 (vii)	150,000	$0.25	2.70 years	Sep 14, 2010	150,000
Oct 26, 2010 (viii)	1,070,000	$0.35	4.82 years	Oct 26, 2015	1,070,000
Nov 4, 2010 (ix)	400,000	$0.35	4.84 years	Nov 4, 2015	100,000
Total	7,007,780				6,683,780

8. Share Capital (cont'd)

i. On April 28, 2009 350,000 stock options were granted to an officer of the Company.

ii. On September 22, 2009 868,350 stock options were granted to directors and officers of the Company.

On September 22, 2009 421,430 stock options were granted to consultants of the Company. (350,000 of these options were cancelled at November 30, 2010)

iii. On December 30, 2009 1,600,000 stock options were granted to directors and officers of the Company.

iv. On April 12, 2010 200,000 stock options were granted to consultants and employees of the Company.

v. On August 18, 2010 198,000 stock options were granted to consultants of the Company. (150,000 of these options were cancelled at December 31, 2010).

vi. On September 14, 2010 150,000 stock options were granted to an officer of the Company.

vii. On October 26, 2010 1,070,000 stock options were granted to certain directors, officers, consultants and employees in Colombia, at an exercise price of $0.35 per share, vesting immediately and expiring if unexercised on October 26, 2015, in accordance with the existing stock option plan.

viii. On November 4, 2010 400,000 stock options were granted to CHF Investor Relations at an exercise price of $0.37 per share. The options vest in stages over twelve months with no more than one quarter of the options vesting in any three-month period. The options expire in five years. Upon termination of the contract, CHF will have 30 days to exercise any vested options.

The fair value per option was estimated using the Black-Scholes option pricing model with the following assumptions made for stock options issued on or before March 31, 2010; dividend yield – nil, expected volatility – 85%, risk free rate of return - 1.50% to 2.73% and the weighted average life – 1.5 to 3 years. The following assumptions were used to estimate fair value per option issued subsequent to March 31, 2010; dividend yield – nil, expected volatility – 129%, risk free rate of return 2.5% and the weighted average life – 1 – 3 years.

(d) Contributed Surplus
The following table presents changes in contributed surplus:

	December 31, 2010	March 31, 2010
Balance, beginning of period	$795,678	$157,300
Stock based compensation	403,476	630,059
IGTER – Legal reserve	-	8,319
Balance, end of period	$1,199,154	$795,678

9. Related Party Transactions

During the period the Company's directors, officers and companies owned by directors, officers and shareholders performed management, exploration and legal services on behalf of the Company. Management and exploration services are provided to the Company on a consulting basis by certain directors and officers, with reimbursement of expenses incurred on behalf of the Company. Total related party charges (excluding expenses incurred on behalf of the Company) for the nine months ended December 31, 2010 were $495,400 and for the year-ended March 31, 2010 were $518,914 (2009 - $520,918). The Company was indebted to these related parties at December 31, 2010 in the amount of $60,600 and at March 31, 2010 in the amount of $57,520 (2009 – $231,271) on account of services and reimbursement of expenses.

During the year ended March 31, 2010 two companies owned by directors exercised warrants for 990,000 common shares for total consideration of $198,000 and recorded as Notes Receivable at March 31, 2010. The Notes were paid in full in December, 2010.

During the year ended March 31, 2010 2,114,423 common shares were issued to officers, directors and relatives of directors for gross proceeds of $211,332.

During the year ended March 31, 2010 366,649 warrants were issued to officers, directors and relatives of directors.

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.

	December 31 2010	March 31 2010	March 31 2009
Cash	$ 583,418	$1,664,509	$ 14,259
Other current assets	501,7331	499,948	65,994
Accounts payable	(520,747)	(391,488)	(408,097)
Customer deposits	(10,009)	(10,059)	-
Liability component of convertible notes	-	-	(30,000)
Net working capital (deficiency)	554,395	1,762,910	(357,844)
Common share capital	$ 10,696,856	$ 7,810,431	$ 2,021,683

10. Capital Management (cont'd)

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 December 31, 2010 cash deposits were concentrated at one major Canadian 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 December 31, 2010, and did not provide for any doubtful accounts nor was it required to write off any receivables during the year-ended March 31, 2010 or the year ended March 31, 2009.

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.

11. <u>Financial Instruments (cont'd)</u>

The Company's financial liabilities as at December 31, 2010, consist of accounts payable and accrued liabilities and customer deposits.

Market risk

Market risk is the risk that changes in market factors, such as foreign exchange rates, commodity prices, and interest rates 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. The Company currently does not manage market risk.

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. Foreign exchange expense for the nine months ended December 31, 2010 was $37,620 and for the year-ended March 31, 2010 was $28,234 (2009 - $11,376).

The Company had no forward exchange rate contracts in place as at or during the year-ended March 31, 2010, nor at the period ended December 31, 2010.

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.

Interest rate

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's sensitivity to interest rates is currently immaterial. The Company had no interest rate swaps in place as at or during the period-ended December 31, 2010, however the Company has borrowed funds at a fixed interest rate from founder shareholders as described in Note 7 above.

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.

11. Financial Instruments (cont'd)

Amendments to Section 3862 (Financial Instruments – Disclosure)
In 2009, the Canadian Institute of Chartered Accountants ("CICA") amended Section 3862, Financial Instruments – Disclosures to improve fair value and liquidity risk disclosures. Section 3862 now requires that all financial instruments measured at fair value be 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.

12. Commitments and Contingency

The Company has the following commitments under agreements entered into before December 31, 2010:

(a) On March 31, 2009 service contracts were negotiated with two directors and one officer for the period from March 1, 2009 to December 31, 2010 requiring the Company to pay fees of US$10,000, $7,500 and $7,500, respectively, per month plus reimbursement of expenses for up to 10 days of service per month. Days in excess of the 10 days per month will be paid at the rate of US$1,000, $800 and $850, respectively, per day. In January 2010 these service contracts were amended. The new service contracts are for the period from January 1, 2010 to December 31, 2011 requiring the Company to pay fees of US$20,000, Cdn. $15,000 and Cdn. $15,000, respectively, per month plus reimbursement of expenses. One service contract for Cdn. $15,000 with an officer will terminate on December 8, 2010. A service contract with a replacement officer for Cdn. $10,000 per month was entered into on September 14, 2010.

(b) 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, 2011for the duration of the lease at a net loss of $212 per month.

(c) Effective March 1, 2010 the Company adopted a resolution whereby each non-contracted Director is 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 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 and 2) they exercise their options. The potential commitment at December 31, 2010 is $57,000.

13. Income Taxes

At December 31, 2010, the Company has the following unused tax losses available for tax carry-forward purposes in Canada:

Expiry	Amount
2014	$24,000
2015	24,000
2026	30,941
2027	5,097
2028	501,447
2029	231,917
2030	879,111
2031	1,064,179
	$2,760,692

14. Subsequent Events

(a) On February 4, 2011 the Company closed a non-brokered private placement ("Private Placement") for 19,455,495 common shares of Antioquia at a price of Cdn$0.40 per common share for gross proceeds to Antioquia of Cdn$7,782,198. All of the securities are subject to a four month hold period from the date of closing. The Private Placement was subscribed by Desafio Minero S.A.C. ("Desafio") which previously completed a non-brokered offering and entered into a Strategic Alliance Agreement with Antioquia on August 13, 2010.

(b) On February 4, 2011, the Company granted 300,000 stock options to one officer and one consultant per their employment contracts at an exercise price of $0.365 per share. There is a further 200,000 options, pursuant to the employment contracts, to be granted in March 2011.

(c) Subsequent to December 31, 2010, the Company received an action started by a former consultant. Legal counsel has determined the action is without merit and it will be defended.