ROKMASTER RESOURCES CORP.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2016

(Unaudited – Prepared by Management)

(Stated in Canadian Dollars Unless Noted Otherwise)

NOTICE TO READER

These condensed interim consolidated financial statements have been prepared by the management of Rokmaster Resources Corp. and have not been reviewed by the auditors of Rokmaster Resources Corp.

Rokmaster Resources Corp.
Interim Consolidated Statements of Financial Position
(Unaudited – Prepared by Management)
(Stated in Canadian Dollars Unless Noted Otherwise)

ASSETS		**As at March 31, 2016**		As at December 31, 2015 *(Audited)*
Current assets:				
Cash	**$**	**7,722**	$	10,697
Amounts receivable *(Note 5)*		**54,219**		53,183
Marketable securities *(Note 6)*		**181,100**		270,000
Prepaids and deposits		**5,068**		5,068
		248,109		338,948
Non-current assets:				
Reclamation bond *(Note 7)*		**3,500**		3,500
Equipment		**524**		524
Mineral interests *(Note 8a)*		**69,500**		69,500
Total Assets	**$**	**321,633**	$	412,472

LIABILITIES AND SHAREHOLDERS' DEFICIENCY				
Current liabilities:				
Accounts payable and accrued liabilities *(Notes 9 and 12)*	**$**	**1,256,894**	$	1,200,998
Loans from related parties *(Note 12)*		**521,248**		501,324
Loans payable *(Note 10)*		**148,925**		145,185
Total Liabilities		**1,927,067**		1,847,507

SHAREHOLDERS' DEFICIENCY				
Share capital *(Note 11)*		**4,618,142**		4,618,142
Share-based payments reserve		**2,233,203**		2,233,203
Other Comprehensive Loss		**(117,715)**		(60,000)
Accumulated deficit		**(8,339,064)**		(8,226,380)
Total Shareholders' Deficiency		**(1,605,434)**		(1,435,035)
Total Liabilities and Shareholders' Deficiency	**$**	**321,633**	$	412,472

Nature of Operations and Going Concern *(Note 1)*
Commitments *(Note 15)*
Events After the Reporting Period *(Note 17)*

ON BEHALF OF THE BOARD:

"John M. Mirko", Director   *"Larry M. Okada"*, Director

- See Accompanying Notes to the Interim Consolidated Financial Statements -

Rokmaster Resources Corp.
Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited – Prepared by Management)
(Stated in Canadian Dollars Unless Noted Otherwise)

		For the Three months ended March 31, 2016		For the Three months ended March 31, 2015
Expenses				
Consulting fees *(Note 12)*	**$**	**57,180**	$	54,850
Corporate listing and filings fees		**6,674**		12,545
Depreciation		**-**		6,688
Exploration and evaluation expenditures *(Note 8b)*		**4,292**		16,816
Office and general		**7,554**		8,781
Professional fees		**2,906**		25,141
Rent		**2,592**		5,195
Travel, public and shareholder relations and conferences		**9,000**		34,000
Loss From Operations		**(90,198)**		(164,016)
Other Expense				
Foreign exchange loss		**275**		136
Write-off of foreign sales tax receivable		**-**		6,927
Interest expense		**9,663**		10,193
Loss on sale of marketable securities		**12,548**		-
Total Other Expense		**(22,486)**		(17,256)
Net Loss for the Period	**$**	**(112,684)**	$	(181,272)
Unrealized loss on marketable securities		**(57,715)**		-
Net Loss and Comprehensive Loss for the Period		**(170,399)**		(181,272)
Basic Loss per Common Share	**$**	**(0.00)**	$	(0.00)
Weighted Average Number of Common Shares Outstanding		**49,453,971**		46,776,367

- See Accompanying Notes to the Interim Consolidated Financial Statements -

Rokmaster Resources Corp.
Interim Consolidated Statements of Cash Flows

(Unaudited – Prepared by Management)
(Stated in Canadian Dollars Unless Noted Otherwise)

	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Operating Activities		
Net loss for the period	**$ (112,684)**	$ (181,272)
Items not affected by cash:		
Depreciation	**-**	6,688
Interest expense	**9,664**	10,193
Loss on sale of marketable securities	**12,548**	-
Changes in non-cash working capital:		
Amounts receivable	**(1,036)**	(6,091)
Prepaids and deposits	**-**	25,000
Accounts payable and accrued liabilities	**55,896**	102,147
Cash used in operating activities	**(35,612)**	(43,335)
Investing Activities		
Proceeds from marketable securities	**18,637**	-
Cash provided by investing activities	**18,637**	-
Financing Activities		
Proceeds from loans from related parties	**14,000**	47,000
Proceeds from loans	**-**	-
Cash provided by financing activities	**14,000**	47,000
Net Increase (Decrease) in Cash	**(2,975)**	3,665
Cash - Beginning of the Period	**10,697**	682
Cash - End of the Period	**$ 7,722**	$ 4,347

Supplemental Schedule of Non-Cash Investing and Financing Activities		
Shares issued for mineral interests	**$ -**	$ 1,000

- See Accompanying Notes to the Interim Consolidated Financial Statements -

Rokmaster Resources Corp.
Interim Consolidated Statements of Shareholders' Deficiency
(Unaudited – Prepared by Management)
(Stated in Canadian Dollars Unless Noted Otherwise)

	Share Capital		Share-Based Payments Reserve	Other Comprehensive Income	Accumulated Deficit	Total
	# of Shares	Amount				
Balance at December 31, 2014	46,751,923	$ 4,564,101	$ 2,233,203	$ -	$ (8,007,496)	$ (1,210,192)
Shares issued for mineral interests	50,000	1,000	-	-	-	1,000
Net loss for the period	-	-	-	-	(181,272)	(181,272)
Balance at March 31, 2015	46,801,923	$ 4,565,101	$ 2,233,203	$ -	$ (8,188,768)	$ (1,390,464)
Balance at December 31, 2015	49,453,971	$ 4,618,142	$ 2,233,203	$ (60,000)	$ (8,226,380)	$ (1,435,035)
Unrealized loss on marketable securities	-	-	-	(57,715)	-	(57,715)
Net loss for the period	-	-	-	-	(112,684)	(112,684)
Balance at March 31, 2016	**49,453,971**	**$ 4,618,142**	**$ 2,233,203**	**$ (117,715)**	**$ (8,339,064)**	**$ (1,605,434)**

- See Accompanying Notes to the Interim Consolidated Financial Statements -

1. Nature of Operations and Going Concern

Rokmaster Resources Corp. (the "Company" or "Rokmaster") was incorporated on December 21, 2010 under the Business Corporations Act (British Columbia). The Company is listed on the TSX Venture Exchange ("TSX.V") and on the Peruvian Bolsa de Valores de Lima (commonly referred to as "BVL" or "Lima Stock Exchange") under the symbol "RKR." The Company's head office, principal address and records office is located at Suite 1601 – 675 West Hastings Street, Vancouver, British Columbia, Canada V6B 1N2. The Company's registered address is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5. Rokmaster is primarily engaged in the acquisition of mineral resource properties and the exploration and development of such properties for minerals. Minerals of interest to the Company include precious metals, base metals and industrial minerals.

These condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception, has no recurring source of revenue, has an accumulated deficit of $8,339,064 and a working capital deficiency of $1,678,958 at March 31, 2016. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise sufficient funds as the Company's current assets are not sufficient to finance its operations and administrative expenses. The Company is evaluating financing options including, but not limited to, the issuance of additional equity and debt *(Notes 10, 12 and 17)*. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the Company's performance (as measured by numerous factors including the progress and results of its projects), the state of international debt and equity markets, investor perceptions and expectations and the global financial and metals markets. In addition to evaluating financing options, the Company implemented cost savings measures and deferred payments owed to related parties.

These condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

2. Basis of Presentation

a. Statement of Compliance

These condensed interim consolidated financial statements were prepared in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The accounting policies and methods of application applied by the Company in these condensed interim consolidated financial statements are the same as those applied in the Company's most recent annual consolidated financial statements as at and for the year ended December 31, 2015, except for those policies which have changed as a result of the adoption of new and amended IFRS pronouncements effective January 1, 2016.

2. Basis of Presentation - *Continued*

a. Statement of Compliance - *Continued*

These condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and therefore should be read in conjunction with the Company's most recent annual consolidated financial statements as at and for the year ended December 31, 2015. The effects of the adoption of new and amended IFRS pronouncements have been disclosed in Note 3 of these condensed interim consolidated financial statements.

b. Approval of the Financial Statements

The condensed interim consolidated financial statements of Rokmaster for the three months ended March 31, 2016 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on May 16, 2016.

3. New, Amended and Future IFRS Pronouncements

The following standards have been published and are mandatory for the Company's annual accounting periods beginning on or after January 1, 2018.

IFRS 9 – Financial Instruments: Classification and Measurement

This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, 'Financial Instruments: Recognition and Measurement'. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is recorded at amortized costs only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value with changes in fair value through profit or loss. In addition, this new standard has been updated to include guidance on financial liabilities and de-recognition of financial instruments and to include guidance on hedge accounting and allowing entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designated under the fair value option, in other comprehensive income. This standard is effective for years beginning on or after January 1, 2018. The Company is currently evaluating the extent of the impact of the adoption of this standard.

IFRS 16 – Leases

On January 13, 2016, the IASB issued IFRS 16, according to which, all leases will be on the balance sheet of lessees, except those that meet the limited exception criteria. Respectively, rent expense is to be removed and replaced by the recording of depreciation and finance expense. The standard is effective for annual periods beginning on or after January 1, 2019.

4. Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. The following discusses the most significant accounting judgments and estimates that the Company has made in these financial statements.

(Stated in Canadian Dollars Unless Noted Otherwise)

4. Critical Accounting Estimates and Judgments - *Continued*

Carrying Value of Deferred Mineral Interests

The Company has capitalized the cost of acquiring mineral property interests and has classified these interests as mineral interests in its statement of financial position. Mineral interests are expensed in the period in which the Company determines that the mineral property interests have no future economic value. Mineral interests may also be written down if future cash flow, including potential sales proceeds and option payments, related to the property are estimated to be less than the carrying value of the property. The Company reviews the carrying value of its mineral interests periodically, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable, reductions in the carrying value of each property would be recorded to the extent that the carrying value of the investment exceeds the property's estimated fair value. Such events or changes in circumstances involve changes in political risk, economic risk, commodity prices, exchange rates, and interest rates among others.

The Company has determined that there is no impairment in the carrying value of the Big Copper property.

Deferred Tax Assets

Deferred income tax asset carrying amounts depend on estimates of future taxable income and the likelihood of reversal of timing differences. Where reversals are expected, estimates of future tax rates will be used in the calculation of deferred tax asset carrying amounts. Potential tax assets were deemed not to be recoverable at the current year end.

Going Concern

Management assesses the Company's ability to continue as a going concern in relation to its ability to raise funds.

5. Amounts Receivable

	March 31, 2016	December 31, 2015
Sales tax receivable	**$ 47,793**	$ 46,517
Other	**6,426**	6,666
Total	**$ 54,219**	$ 53,183

(Stated in Canadian Dollars Unless Noted Otherwise)

6. Marketable Securities

Marketable securities have been classified as available-for-sale investment consisting of common shares held by the Company of a public company and is summarized as follows:

				March 31, 2016
		Market Value		**Cost**
Common shares of a public company, not subject to significant influence	**$**	**181,100**	**$**	**298,815**

				December 31, 2015
		Market Value		Cost
Common shares of a public company, not subject to significant influence	$	270,000	$	330,000

The market value is based on the closing price of the public company's common shares on the TSX.V on the date indicative above.

7. Reclamation Bond

As at March 31, 2016, the Company had deposited $3,500 (December 31, 2015 - $3,500) into a guaranteed investment certificate (GIC) with a Canadian financial institution as part of a Safe Keeping Agreements entered into by the Company for the Big Copper Property. The GIC is being held to the order of the B.C. Ministry of Energy and Mines and yields an annual interest rate of 0.60%.

8. Mineral Interests

a. Details of mineral interests capitalized for the three months ended March 31, 2016 and year ended December 31, 2015 are as follows:

		Big Copper		**Total**
Balance – December 31, 2014	$	68,500	$	68,500
Shares		1,000		1,000
Balance – December 31, 2015 and March 31, 2016	**$**	**69,500**	**$**	**69,500**

(Stated in Canadian Dollars Unless Noted Otherwise)

8. Mineral Interests - *Continued*

b. Details of cumulative exploration and evaluation expenditures for the three months ended March 31, 2016 and March 31, 2015 are as follows:

	Bodine North[1]	Big Copper *(Note 8c)*	Pinaya[2]	Other Exploration Expenditures *(Note 8d)*	Total
Field costs	$ -	$ -	$ -	$ 4,292	$ 4,292
Expenditures for the period	**-**	**-**	**-**	**4,292**	**4,292**
Balance – beginning of period	98,068	$ 23,355	$ 1,671,130	$ 825,600	$ 2,618,153
Balance – March 31, 2016	**$ 98,068**	**$ 23,355**	**$ 1,671,130**	**$ 829,892**	**$ 2,622,445**

	Bodine North[1]	Big Copper *(Note 8c)*	Pinaya[2]	Other Exploration Expenditures *(Note 8d)*	Total
Field costs	$ -	$ -	$ 8,476	$ -	$ 8,476
Geological consulting *(Note 11)*	-	-	8,340	-	8,340
Expenditures for the period	**-**	**-**	**16,816**	**-**	**16,816**
Balance – beginning of period	98,068	23,355	2,220,357	796,885	3,138,665
Balance – March 31, 2015	**$ 98,068**	**$ 23,355**	**$ 2,237,173**	**$ 796,885**	**$ 3,155,481**

(1) The Company terminated its Bodine Option during the year ended December 31, 2012.

(2) The Company mutually terminated its option on the Pinaya Project on October 26, 2015.

c. Big Copper Property, Canada

On February 16, 2012, the Company entered into an Option Agreement (the "Big Copper Option") to earn a 100% undivided interest in certain mining claims, more particularly known as the Big Copper Property ("Big Copper"). Big Copper is located in the Fort Steele and Slocan Mining Divisions, British Columbia, Canada. To earn a 100% interest in Big Copper, the Company may, at its option, pay the following aggregate consideration over three years:

Cash payments:

i)	$ 20,000	on signing of the Agreement *(paid)*
ii)	25,000	on or before February 16, 2013 *(paid)*
iii)	30,000	on or before February 16, 2014 (*waived)*
iv)	35,000	on or before February 16, 2015 (*waived)*
	$ 110,000	

Share issuances:

i)	50,000	on or before March 16, 2012 *(issued – fair value of $9,000)*
ii)	50,000	on or before February 16, 2013 *(issued – fair value of $9,500)*
iii)	50,000	on or before February 16, 2014 (*issued – fair value of $5,000)*
iv)	50,000	on or before February 16, 2015 (*issued – fair value of $1,000)*
	200,000	total shares

On September 30, 2015, the parties mutually terminated the Big Copper Option and agreed to have the following share ownership to the Big Copper Property: 55% to Rokmaster and 45% to the vendors.

(Stated in Canadian Dollars Unless Noted Otherwise)

8. Mineral Interests - *Continued*

d. Other Properties

The Company incurs exploration and evaluation expenditures in assessing the suitability of properties available for option or acquisition within North America and Latin America. Expenditures incurred, as detailed in the schedule in Note 8b above, were part of a due diligence process in making these assessments. As at March 31, 2016, the Company has no other options to acquire interests in any mineral properties.

9. Accounts Payable and Accrued Liabilities

		March 31, 2016		December 31, 2015
Trade payables	**$**	**1,138,623**	$	1,130,805
Accrued expenses		**103,209**		55,259
Other		**15,062**		14,934
Total	**$**	**1,256,894**	$	1,200,998

10. Loans Payable

a. During the year ended December 31, 2014, the Company entered into a loan agreement (the "Loan") with an unrelated third party for $150,000. The loan is unsecured, bears interest at 1.25% per month and is without a fixed repayment term.

During the year ended December 31, 2014, the Company repaid $50,000 of the Loan plus interest of $1,708.

As at March 31, 2016, the balance of the Loan plus accrued interest is $130,925 (December 31, 2015 - $127,185).

b. During the year ended December 31, 2015, the Company entered into two loan agreements with an unrelated third party for $25,000 and $10,000 with maturities on or before May 20, 2016 and July 17, 2016, respectively. The loans are unsecured and bear no interest.

During the year ended December 31, 2015, the Company repaid the $10,000 loan.

As at March 31, 2016, the outstanding balance is $18,000 (December 31, 2015 - $18,000).

(Stated in Canadian Dollars Unless Noted Otherwise)

11. Share Capital

a. Authorized: Unlimited number of common shares without par value.

b. Incentive Stock Options

The Company adopted a stock option plan, which authorizes the Board of Directors to grant share purchase options to acquire up to 10% of the issued and outstanding common shares of the Company. The exercise price of the options will not be less than the price of the Company's shares at the date of grant. The options can be granted for a maximum of 10 years and the vesting of the options will be determined by the Board of Directors.

Details of issued and outstanding stock options are as follows:

	Number of Options	Weighted Average Exercise Price
Balance - December 31, 2014	4,490,000	$0.18
Forfeited	(500,000)	$0.15
Balance – December 31, 2015 and March 31, 2016	**3,990,000**	**$0.18**

At March 31, 2016, the following stock options were exercisable:

Expiry Date	Weighted Average Exercise Price	Number of Options	Weighted Average Remaining Life in Years
November 15, 2016	$0.20	2,000,000	0.63
September 24, 2017	$0.25	540,000	1.48
May 28, 2019	$0.13	1,200,000	3.16
July 14, 2019	$0.13	250,000	3.29
		3,990,000	**1.67**

c. Share Purchase Warrants

Details of issued and outstanding share purchase warrants are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance – December 31, 2014	18,500,000	$0.20
Issued	2,455,600	$0.07
Cancelled	(2,455,600)	$0.07
Balance – December 31, 2015 and March 31, 2016	**18,500,000**	**$0.20**

At March 31, 2016, the following share purchase warrants were exercisable:

Expiry Date	Weighted Average Exercise Price	Number of Warrants	Weighted Average Remaining Life in Years
April 21, 2016	$0.20	10,000,000[1]	0.06
May 26, 2016	$0.20	8,500,000	0.16
		18,500,000	**0.11**

[1] Subsequent to March 31, 2016, these share purchase warrants expired without exercise.

(Stated in Canadian Dollars Unless Noted Otherwise)

11. Share Capital – *Continued*

d. Agent and Finders' Warrants

Details of issued and outstanding agent and finders' warrants are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance – December 31, 2014	793,700	$0.20
None issued, exercised or expired	-	-
Balance – December 31, 2015 and March 31, 2016	**793,700**	**$0.20**

At March 31, 2016, the following agent and finders' warrants were exercisable:

Expiry Date	Weighted Average Exercise Price	Number of Warrants	Weighted Average Remaining Life in Years
April 21, 2016	$0.20	533,600[(1)]	0.06
May 26, 2016	$0.20	260,100	0.16
		793,700	**0.11**

[(1)] Subsequent to March 31, 2016, these agent and finders' warrants expired without exercise.

12. Related Party Transactions

As at March 31, 2016, the Company's related parties consist of the Company's directors and companies controlled by executive officers and directors of the Company.

	Nature of Transaction
Canam Mining Corporation ("Canam")	Management – Officer and Director
0909074 B.C. Ltd. ("0909074")	Management – Officer
Somji Consulting Ltd. ("Somji")	Consulting – Director
L. M. Okada Ltd. ("Okada")	Fees – Director
Other Directors	Directorship

The Company incurred fees and expenses in the normal course of operations in connection with companies controlled by key management and directors. Details are as follows:

	Notes	**For the three months ended March 31, 2016**	For the three months ended March 31, 2015
Consulting fees	(i)	**$ 55,500**	$ 54,850
Geological consulting fees included in exploration and evaluation expenditures	(ii)	**-**	8,340
		$ 55,500	$ 63,190

(i) During the three months ended March 31, 2016, the Company accrued management consulting fees of $37,500 (March 31, 2015 - $36,850) to Canam and management and financial consulting fees of $18,000 (March 31, 2015 - $18,000) to 0909074.

(ii) During the three months ended March 31, 2016, the Company accrued geological consulting fees of $nil (March 31, 2015 - $8,340) to Canam.

(Stated in Canadian Dollars Unless Noted Otherwise)

12. Related Party Transactions – *Continued*

Included in accounts payable and accrued liabilities as at March 31, 2016 are:

- $433,088 (December 31, 2015 - $395,588) owing to Canam for management and geological consulting fees;
- $86,866 (December 31, 2015 - $76,866) owing to the Company's CEO for reimbursable expenses;
- $83,397 (December 31, 2015 - $83,397) owing to Somji for consulting fees and reimbursable expenses;
- $137,500 (December 31, 2015 - $118,600) owing to 0909074 for management and financial consulting fees; and
- $18,300 (December 31, 2015 - $18,300) in directors fees were owing to the Company's other three directors.

Loans from related parties

As at March 31, 2016, $322,300 (December 31, 2015 - $308,300) is the balance of various short-term loans from a director of the Company. The loans are unsecured, non-interest bearing loans and are without fixed repayment terms.

As at March 31, 2016, $198,948 (December 31, 2015 - $193,024) is the balance, including accrued interest, of the three short-term loans from a director of the Company. Two loans bear interest at 1.5% per month, are unsecured and due between July 17, 2014 and September 19, 2014. The Company and the director are currently negotiating a mutually agreeable repayment date with respect to these loans. The other loan bears no interest, is unsecured and has no fixed repayment term. As at March 31, 2016, the Company has accrued interest of $61,948 (December 31, 2015 - $56,024) relating to the balances outstanding from the two interest bearing loans.

Compensation of Key Management Personnel

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly, and by definition include the directors of the Company.

The remuneration of the Company's key management personnel for the three months ended March 31, 2016 and 2015 are as follows:

	Notes		**March 31, 2016**		March 31, 2015
Management, director and geological consulting fees	(i)	**$**	**55,500**	$	63,190
Total		**$**	**55,500**	$	63,190

(i) Management, director and geological consulting fees include those disclosed in the table above.

Key management personnel were not entitled to post-employment, termination or other long-term benefits during the three months ended March 31, 2016 and 2015.

The above transactions occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

13. Capital Management

The Company primarily considers shareholders' equity in the management of its capital. The Company manages its capital structure and makes adjustments to it based on funds available to the Company, in order to support exploration and development of mineral properties. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

The Company's objectives when managing capital are:

- To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining sufficient level of funds, to support continued evaluation and maintenance of the Company's existing properties, and to acquire, explore and develop other precious metals, base metals and industrial mineral deposits;

- To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk and loss of principal; and

- To obtain the necessary financing if and when it is required.

The property in which the Company currently holds an interest is in the exploration stage and the Company is dependent on external financing to explore and take the project to development. In order to carry out planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and attempt to raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

In order to facilitate the management of capital and development of its mineral properties, the Company's management informs the Board of Directors as to the quantum of expenditures for review and approval prior to commencement of work. In addition, the Company may issue new equity, incur additional debt, enter into joint venture agreements or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends. The Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

There were no changes in the Company's approach to capital management during the three months ended March 31, 2016 compared to the year ended to December 31, 2015. The Company is not subject to externally imposed capital requirements. Further information relating to management of capital is disclosed in Note 1.

14. Financial Instruments

Fair Value

The Company classifies its cash, amounts receivable (excluding sales tax receivable) and reclamation bonds as loans and receivables and its marketable securities as available for sale. Accounts payable and accrued liabilities, loans from related parties and loan payable are classified as borrowings and other financial liabilities. As of March 31, 2016, the statement of financial position carrying amounts of these financial instruments closely approximate their fair values, except for accounts payable and accrued liabilities, loans from related parties and loans payable where the fair value may be less than carrying amounts due to liquidity risks *(Note 1).*

(Stated in Canadian Dollars Unless Noted Otherwise)

14. Financial Instruments – *Continued*

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following provides the valuation method of the Company's financial instruments as at March 31, 2016 and December 31, 2015:

	Level	**As at March 31, 2016**	As at December 31, 2015
Loans and receivables	**1**	**$ 17,648**	$ 20,863
Available for sale financial assets	**1**	**$ 181,100**	$ 270,000
Other financial liabilities	**1**	**$ 1,927,067**	$ 1,847,507

Financial Risk Management

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk.

<u>Credit Risk</u>

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash, short-term investment, reclamation bonds and amounts receivable. The carrying amount of financial assets recorded in the consolidated financial statements, net of any allowances for losses, represents the maximum exposure to credit risk.

The Company deposits its cash with a high credit quality major Canadian financial institution as determined by ratings agencies. The Company does not invest in asset-backed deposits or investments and does not expect any credit losses. To reduce credit risk, the Company regularly reviews the collectability of its amounts receivable and establishes an allowance based on its best estimate of potentially uncollectible amounts. The Company historically has not had difficulty collecting its amounts receivable.

<u>Liquidity Risk</u>

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining a sufficient cash balance. As at March 31, 2016, the Company had cash of $7,722 to settle current liabilities of $1,927,067. Further information relating to liquidity risk is disclosed in Note 1.

14. Financial Instruments – *Continued*

Financial Risk Management – *Continued*

Market Risks

The significant market risks to which the Company is exposed are currency and interest rate risks.

The operating results and financial position of the Company are reported in Canadian dollars. As the Company conducts exploration and property examinations in other countries outside of Canada, some of the Company's transactions are denominated in currencies other than the Canadian dollar. The results of the Company's operations are subject to currency transaction and translation risks. The Company has not entered into any agreements or purchased any foreign currency hedging arrangements to hedge possible currency risks at this time. Management believes the foreign exchange risk derived from currency conversions for property examinations incurred in other countries outside of Canada is not significant and therefore does not hedge its foreign exchange risk.

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's interest rate risk arises primarily from interest earned on the short-term investment. Cash is not subject to interest rate risk since it does not bear interest.

15. Commitments

a. The Company is committed to making severance payments amounting to approximately $354,000 to certain officers and directors of the Company in the event that there is a change in control. Change in control is generally defined as follows: the acquisition by any unrelated party between 30% to 50% of the Company's shares, the change of 51% or more of the directors, the sale of all or substantially all of the assets of the Company, and/or a reorganization, merger or other transaction.

b. On May 25, 2011, the Company entered into a lease agreement with respect to the Company's office space in Vancouver of approximately 739 square feet. The agreement is valid for five years beginning on August 1, 2011. Basic rent per annum for office space, excluding applicable taxes and operating costs, is $25.00/square foot from August 1, 2014 to July 31, 2016. In addition to the basic rent, the Company is also responsible for its portion of the office's property tax and operating expenses which may vary from year to year.

   On April 14, 2016, the Company terminated the lease agreement with no penalty.

(Stated in Canadian Dollars Unless Noted Otherwise)

16. Segmented Information

The Company conducts its business in a single operating segment: the acquisition, exploration and development of mineral properties.

The following geographic data references assets based on their physical location:

Total Assets		March 31, 2016		December 31, 2015
Canada	$	317,682	$	345,588
Peru		3,951		66,884
	$	321,633	$	412,472

The following geographic data references net loss based on location of expenditures:

Net Loss		For the three months ended March 31, 2016		For the three months ended March 31, 2015
Canada	$	108,064	$	157,338
Peru		4,620		23,934
	$	112,684	$	181,272

17. Events After the Reporting Period *(in addition to those already disclosed in these financial statements)*

Subsequent to March 31, 2016, the Company sold 311,000 common shares of its marketable securities for proceeds of $31,278.