(the "Company")

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three month period ended July 31, 2014

GENERAL

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the unaudited condensed interim consolidated financial statements of the Company for the three months ended July 31, 2014. The following information, prepared as of September 24, 2014, should be read in conjunction with the April 30, 2014 audited annual consolidated financial statements. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

This MD&A may contain "forward-looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "will", "may", "should", "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance.

Forward-looking statements are statements that are not historical facts and include but are not limited to:

a) Estimates and their underlying assumptions;
b) Statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model, future operations, the impact of regulatory initiatives on the Company's operations and market opportunities;
c) General industry and macroeconomic growth rates;
d) Expectations related to possible joint or strategic ventures; and
e) Statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to unavailability of financing, failure to identify commercially viable mineral reserves, fluctuations in the market valuation for commodities, difficulties in obtaining required approvals for the development of a mineral project, and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities law.

DESCRIPTION OF BUSINESS

The Company is a Toronto-based mineral exploration company focused on the acquisition and exploration of gold and copper projects in Colombia.

Effective May 22, 2014, the Company completed a share consolidation so that every two previous common shares of the Company were exchanged for one new common share of the Company, resulting in a resulting issued capital of 58,812,103 shares. The Company's name and trading symbol remain the same; only the CUSIP number of the common shares has changed.

Effective August 26, 2014, the Company has changed its financial year-end from April 30 to December 31. The Company has made this change in order to align its financial year-end with the financial year-end of its operating subsidiaries, thereby facilitating the consolidation of its financial statements.

On August 28, 2014, Ms. Cybill Tsung was appointed the Chief Financial Officer of the Company. Prior to joining Cordoba Minerals, Cybill served as the acting Chief Financial Officer for Sabre Metals Inc.

On July 31, 2013, the Company signed an agreement to acquire (the "Acquisition") a 100% interest in the Cordoba Property from Minatura, Minatura Gold and certain minority shareholders of CHC and the adjacent San Matias Property from Sabre Metals Inc. ("Sabre"). The two properties combined are referred to as the San Matias Project. The Acquisition was completed on March 28, 2014.

EXPLORATION REVIEW

The San Matias Project

The San Matias Project is located in the Municipality of Puerto Libertador, in the Department of Cordoba, Colombia, and consists of various mining concessions and concession applications covering approximately 26,000 hectares underlain by volcano-sedimentary rocks that are intruded by multiple dioritic intrusives with excellent potential to host porphyry copper-gold deposits.

Prior to completion of the Acquisition in March 2014, exploration conducted on the San Matias Project included airborne magnetic and radiometric surveys, a ground based magnetic survey, regional prospecting, stream sediment and soil sampling, local geological mapping, trenching and rock sampling. This work confirmed several promising drill targets, including the Montiel West, Montiel East and Costa Azul areas.

Copper-gold (chalcopyrite-pyrite-bornite) mineralization at both Costa Azul and Montiel West is associated with quartz-magnetite stockwork and sheeted veining within diorite porphyry intrusions and adjacent country rocks. Higher-grade, gold-rich vein and breccia (quartz-pyrrhotite-chalcopyrite) mineralization has been located in a number of parallel structures at the Pirita prospect, located immediately north of Montiel West. Costa Azul and Montiel West were the first targets to be tested by rotary air blast ("RAB") in the Company's ongoing drilling program that has currently focused on the northern-most 3 kilometres of strike of the San Matias Project. Surface exploration is underway along the highly prospective additional 10 kilometres of strike of the major north-south structure that hosts the varying styles of porphyry, vein and replacement styles of mineralization located to date within the project tenure. Currently the RAB drill is testing the large copper-gold soil anomaly that stretches between the Montiel West and Montiel East porphyry targets, some 800 m of strike, and adjacent to the Montiel East artisanal mine workings.

RAB Drilling Program

During the quarter, the RAB drilling program has been ongoing with the completion of 37 shallow RAB drill holes in the Montiel East prospect for a total of 1,231 metres. The RAB drilling has been focusing on locating extensions to the known Montiel East (San Matias artisanal workings) and additional targets defined by extensive Cu-Au soil anomaly, trench sampling and magnetically anomalous zones from airborne geophysics. The RAB drilling program at Montiel East is ongoing and will be followed up by deeper diamond drilling.

Diamond Drill Program

The diamond drilling program focusing on the Costa Azul, Montiel West and Montiel East targets is ongoing. To date, four diamond drill holes at the Costa Azul target have been recently completed for a total of 790 metres of drilling. Diamond drilling is currently ongoing at the Montiel prospects. Assay results are pending.

Stream Sediment Sampling Program

An extensive stream sediment sampling program, aimed at sampling major catchments within the entire property package has been completed with the collection of 366 samples. The program has been focusing on locating additional targets along the unsampled 8 kilometres of strike length of the prospective north-south trending main porphyry trend structure and previously unsampled parts of the San Matias project area.

Guadalajara Project, Colombia

The soil-auger sampling program and detailed geological mapping program is ongoing with the collection of over 180 soil-auger samples within the quarter. Detailed geological mapping activities are being carried out in conjunction with the sampling campaign.

Agreement Terms

Pursuant to an agreement signed in April 2014, the Company made a cash payment of US$50,000 to the property optionor (the "Optionor") and committed to spend US$250,000 on exploration of the Project within one year. After completion of the exploration expenditures, the Company will be granted the option to acquire a 98% interest in the Guadalajara Project which may be exercised by making cash payments to the Optionor totaling US$750,000 and completing exploration expenditures totaling US$3.5 million (including 8,500 metres of drilling) over a period of three years.

On the completion of a feasibility study, the Optionor will have the right to sell their remaining 2% stake in the Project for US$5.00 per ounce of gold and US$0.035 per pound of copper for such metals that are in the Measured and Indicated category of the NI 43-101 resource calculation. The Optionor will maintain 100% of the coal rights on the property.

<u>Qualified Person:</u> Christian J. Grainger, PhD, a Qualified Person for the purpose of NI 43-101, has approved the disclosure of the technical information in this MD&A. Dr. Grainger is a geologist with +15 years in the minerals mining, consulting, exploration and research industries. He is a Member of the Australian Institute of Geoscientists and Australian Institute of Mining and Metallurgy.

SELECTED QUARTERLY INFORMATION

The following table provides information for the eight fiscal quarters ended July 31, 2014:

	31-Jul-2014	30-Apr-2014	31-Jan-2014	31-Oct-2013
Exploration and evaluation expenditures	$ 1,238,886	$ 547,244	$ 369,662	$ 310,361
Other operating expenses	1,743,962	243,132	184,479	129,215
Net loss	3,163,071	2,271,028	538,994	430,621
Loss per share - basic and fully diluted	0.05	0.07	0.05	0.04
Total assets	53,032,020	55,379,952	9,172,310	9,787,101
Total liabilities	456,043	1,091,563	73,123	176,420
Shareholders' equity	52,575,977	54,288,389	9,099,187	9,610,681

	31-Jul-2013	30-Apr-2013	31-Jan-2013	31-Oct-2012
Exploration and evaluation expenditures	$ 472,053	$ 314,604	$ 301,258	$ 301,224
Other operating expenses	136,794	178,004	172,767	482,265
Net loss	600,180	469,287	477,100	786,833
Loss per share - basic and fully diluted	0.05	0.03	0.04	0.08
Total assets	7,374,112	7,904,341	8,362,609	5,282,516
Total liabilities	136,079	66,128	55,109	88,835
Shareholders' equity	7,238,033	7,838,213	8,307,500	5,193,681

- Exploration and evaluation expenditures for the eight quarters presented were all incurred in Colombia, mainly on the San Matias Project, formerly called the Cordoba property. Exploration and evaluation expenditures increased during the most recent quarter due to the Acquisition and the execution of the 2014 exploration program which incorporates trenching, sampling, as well as RAB and diamond drilling on previously identified targets.
- The increase in other operating expenses for the most recent quarter is mainly due to a charge of stock-based compensation of $1,383,750 representing the fair value of stock options granted during the quarter.
- Total assets, along with total liabilities and shareholders' equity, increased significantly in the two most recent quarters due to the Acquisition.
- Total assets increased in the quarters ended January 31, 2013 and October 31, 2013 due to approximately $3.64 million in gross proceeds raised from private placements and $2.8 million from the exercise of share purchase warrants, respectively.

RESULTS OF OPERATIONS

For the three months ended July 31,	2014	2013
Exploration and evaluation expenditures	**$ 1,238,886**	$ 472,053
Corporate administration	**344,894**	135,601
Stock-based compensation	**1,383,750**	-
Amortization	**15,318**	1,193
Interest and other income	**(32,473)**	(7,257)
Foreign exchange loss (gain)	**72,371**	(1,410)
Write-off of property, plant and equipment	**22,131**	-
Write-off of debt	**118,194**	-
Net loss for the period	**$ 3,163,071**	$ 600,180

- Exploration and evaluation expenditures increased for the three months ended July 31, 2014 compared to the same period in 2013 mainly due to the Acquisition and the execution of the 2014 exploration program which incorporates trenching, sampling, as well as RAB and diamond drilling on previously identified targets.
- Corporate administration for the most recent quarter increased compared to the same quarter in 2013 mainly due to the Acquisition. Salaries and benefits increased by approximately $100,000 due to higher number of officers and employees following the completion of the Acquisition. Shareholder communication expenses increased by approximately $80,000 due to an increase in investor relations and promotional activities following the Acquisition.
- Stock-based compensation for the quarter ended July 31, 2014 represents the fair value calculated using the Black-Scholes model for stock options granted during the period. No options were granted in the same period in 2013.
- Interest income for the three month period ended July 31, 2014 increased compared to the same quarter in 2013 due to a higher cash balance for the period.
- Write-off of property, plant and equipment for the quarter ended July 31, 2014 represents the write-off of the net book value of shared property, plant and equipment allocated by Gold Group Management Inc. (“Gold Group”) to the Company. The Company has moved its corporate office to Toronto, hence, no longer sharing the facilities with Gold Group.
- During the three months ended July 31, 2014, the Company wrote off the amount due from Thunderbolt Resources Inc. $118,194 as the amount is deemed unrecoverable from the related party.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2014, the Company had current assets totaling $7.6 million (including cash and cash equivalents of $7.1 million) and current liabilities totaling $0.5 million, resulting in working capital of $7.1 million. The Company is in the exploration stage and therefore, has no cash flow from operations.

Funds raised during the year ended April 30, 2014 are being used towards continued exploration of the San Matias Project and for general working capital purposes. The Company expects its current capital resources to be sufficient to cover its planned 2014 Exploration Program. Actual funding requirements may vary from those planned due to a number of factors, including the progress of the Company’s business activities and current economic and financial market conditions. The Company will continue to pursue opportunities to raise additional capital through equity markets to fund its exploration and operating activities; however there can be no assurance that such financing will be available on a timely basis and under terms which are acceptable to the Company.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed to the following financial risks:

- Credit risk
- Liquidity risk
- Market risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

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

a) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and cash equivalents. The Company limits exposure to credit risk by maintaining its cash and cash equivalents with large financial institutions.

As of	**July 31, 2014**	**April 30, 2014**
Cash held in bank accounts	**$ 346,943**	$ 731,621
Term deposits	**6,727,755**	8,513,397
	$ 7,074,698	$ 9,245,018

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. At July 31, 2014, the Company had cash and cash equivalents of $7.1 million (April 30, 2014 - $9.2 million) available to apply against short-term business requirements and current liabilities of $0.5 million (April 30, 2014 - $1.1 million). All of the Company's financial liabilities have contractual maturities of less than 45 days and are subject to normal trade terms.

c) Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates and other market prices. Management closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

i) Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to fluctuations in foreign currencies through its operations in Colombia. The Company monitors this exposure, but has no hedge positions.

As at April 30, 2014, the Company is exposed to currency risk through the following financial assets and liabilities denominated in currencies other than the Canadian dollar:

	July 31, 2014		**April 30, 2014**	
	US Dollars	**Colombian Pesos**	**US Dollars**	**Colombian Pesos**
	(CDN equivalent)	*(CDN equivalent)*	*(CDN equivalent)*	*(CDN equivalent)*
Cash	**$ 17,028**	**$ 188,005**	$ 7,011	$ 49,828
Other receivables	**-**	**89,213**	-	73,999
Accounts payable and accrued liabilities	**-**	**(288,295)**	(74,617)	(379,479)
	$ 17,028	**$ (11,077)**	$ (67,606)	$ (255,652)

Based on the above net exposures at July 31, 2014, a 10% depreciation or appreciation of the above currencies against the Canadian dollar would result in an increase or decrease of approximately $600 (April 30, 2014 - $32,000) in the Company's net loss and comprehensive loss for the year.

ii) Interest Rate Risk

Interest rate risk consists of two components:

- To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company considers interest rate risk to not be significant.

iii) Other Price Risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to any other price risk.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amounts for accounts payable and accrued liabilities and due to related parties approximate fair values due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Fair Value Hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at July 31, 2014 and April 30, 2014, the Company's financial instruments are comprised of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and due from/to related parties. With the exception of cash and cash equivalents, all financial instruments held by the Company are measured at amortized cost.

RELATED PARTY TRANSACTIONS

The Company had transactions during the three month period ended July 31, 2014 and 2013 with related parties who consisted of directors, officers and the following companies with common directors and/or officers:

Related party	**Nature of transactions**
Gold Group Management Inc.	Shared office, administration and personnel costs
Thunderbolt Resources Inc.	Shared administration and exploration services
Continental Gold Limited	Shared administration and exploration services

During the three month period ended July 31, 2014 and 2013, the Company incurred $46,543 (2013 - $60,488) in corporate administration costs to Gold Group Management Inc. ("Gold Group"), a company controlled by a director of the Company, consisting of salaries and benefits, office, and other general administrative costs. Salary and benefits include those for the Corporate Secretary and former Chief Financial Officer. Gold Group is reimbursed by the Company for these shared costs and other business related expenses paid by Gold Group on behalf of the Company.

During the three months ended July 31, 2014, the Company wrote off $118,194 due from Thunderbolt Resources Inc., a company with common directors and officers, as the amount is deemed unrecoverable from the related party.

Prepaid expenses as of July 31, 2014 include a deposit of $60,500 (April 30, 2014 - $61,000) paid to Gold Group.

Amounts due to related parties as of July 31, 2014 consist of $15,151 (April 30, 2014 - $15,229) due to Continental Gold Limited, a company with a common director, and $32,495 (April 30, 2014 - $21,172) due to Gold Group. The amount owing to Gold Group is secured by a deposit and is interest-bearing if not paid within a certain period. Other amounts owing are unsecured, non-interest-bearing and payable on demand.

These transactions are in the normal course of operations and are measured at the fair value of the services rendered.

KEY MANAGEMENT COMPENSATION

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. For the three months ended July 31, 2014 and 2013, key management compensation comprises:

	Three months ended July 31,	
	2014	**2013**
Salaries and benefits	**113,754**	7,792
Share-based payments	**1,050,000**	-
	$ 1,163,754	$ 7,792

SHARE POSITION AND OUTSTANDING WARRANTS AND OPTIONS

The Company's outstanding share position as at September 24, 2014 is as follows:

	Number of shares
Common shares	58,812,103
Warrants	17,758,438
Broker compensation options (including underlying warrants if options are exercised)	1,312,800
Stock options	2,731,922
Fully diluted share capital - September 24, 2014	**80,615,263**

Common Shares

The Company is authorized to issue an unlimited number of common shares without par value. In May 2014, the shareholders of the Company approved a consolidation of the issued shares, stock options, warrants and compensation options outstanding at May 22, 2014 on a one new for two old basis. As a result, the Company's issued shares were reduced to 58,812,103.

Share Purchase Warrants

Details of share purchase warrants outstanding as of July 31, 2014 are:

Expiry date	Number of warrants	Exercise price
April 10, 2015	588,369	$2.00
March 28, 2016	1,997,107	$0.60
March 28, 2016	122,668	$1.42
February 7, 2017	15,000,000	$1.50
January 20, 2019	50,294	$0.86
Balance - July 31, 2014	**17,758,438**	

Broker Compensation Options

Details of compensation options outstanding as of July 31, 2014 are:

Expiry date	Number of compensation options	Exercise price
September 28, 2015	656,400	$1.00

Stock Options

The Company has in place a stock option plan (the "Plan"), which allows the Company to issue options to certain directors, officers, employees and consultants of the Company. The aggregate number of securities reserved for issuance will be not more than 10% of the number of common shares issued and outstanding from time to time. The Plan provides that the number of stock options held by any one individual may not exceed 5% of the number of issued and outstanding common shares. Options granted under the Plan may have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the market price of the Company's shares on the day prior to the grant date. Stock options granted under the Plan may be subject to vesting terms if imposed by the Board of Directors or required by the TSX Venture Exchange. The following is a summary of share purchase options activity for the three month period ended July 31, 2014:

				During the period				
Grant date	**Expiry date**	**Exercise price**	**Opening balance**	**Granted**	**Exercised**	**Expired / forfeited**	**Closing balance**	**Vested and exercisable**
3/1/11	2/28/21	$0.74	193,000	-	-	(100,000)	93,000	93,000
8/1/12	7/31/22	$1.00	365,000	-	-	-	365,000	365,000
3/28/14	6/26/14	$2.00	78,441	-	-	(78,441)	-	-
3/28/14	3/17/16	$2.00	78,441	-	-	-	78,441	78,441
3/28/14	1/14/17	$0.72	175,240	-	-	(175,240)	-	-
3/28/14	1/14/17	$1.06	35,048	-	-	-	35,048	35,048
3/28/14	10/9/17	$1.06	175,240	-	-	-	175,240	175,240
3/28/14	3/20/18	$1.42	105,145	-	-	-	105,145	105,145
3/28/14	7/30/18	$1.42	35,048	-	-	-	35,048	35,048
6/27/14	6/26/24	$0.80	-	1,845,000	-	-	1,845,000	1,845,000
Balance, July 31, 2014			**1,240,603**	**1,845,000**	**-**	**(353,681)**	**2,731,922**	**2,731,922**
Weighted ave. exercise price			**$ 1.10**	**$ 0.80**	**$ -**	**$ 1.01**	**$ 0.91**	**$ 0.91**

OTHER DATA

Additional information related to the Company is available for viewing at www.sedar.com.

ADOPTION OF NEW AND AMENDED IFRS PRONOUCEMENTS

Except for the changes noted below, the Company has consistently applied the accounting policies set out in Notes 3, 4 and 5 of the Company's audited annual consolidated financial statements for the year ended April 30, 2014 to all the periods presented in these unaudited interim consolidated financial statements.

The Company has adopted the following new and revised standards, along with any consequential amendments, effective May 1, 2014. These changes were made in accordance with the applicable transitional provisions. The nature and effect of the changes are explained below:

i) IAS 32, *Financial Instruments: Presentation* ("IAS 32") has adopted amendments to IAS 32, effective January 1, 2014, which clarifies some of the requirements for offsetting financial assets and financial liabilities on the consolidated statement of financial position.

   The changes to IAS 32 did not result in any adjustments to the Company's financial statements on May 1, 2014.

ii) IFRIC 21, *Levies* sets out the accounting for an obligation to pay a levy that is not income tax. The interpretation addresses what the obligating event is that gives rise to pay a levy and when should a liability be recognized.

ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

The following revised standards and amendments, unless otherwise stated, are effective on or after January 1, 2015 with early adoption permitted and have not been applied in preparing these unaudited interim consolidated financial statements. Management has not yet considered the potential impact of their adoption and does not plan to adopt these standards early.

i) IFRS 9, *Financial Instruments* ("IFRS 9"), replaces IAS 39, *Financial Instruments – Recognition and Measurement* ("IAS 39") and some of the requirements of IFRS 7, *Financial Instruments: Disclosures* ("IFRS 7"). The objective of IFRS 9 is to establish principles for reporting of financial assets and financial liabilities in respect of the assessment of the amounts, timing and uncertainty of an entity's future cash flows.

   IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

ii) IFRS 15, *Revenue from Contracts with Customers* ('IFRS 15") replaces IAS 11, *Construction Contracts* ("IAS 11"), IAS 18, *Revenue* ("IAS 18") and some revenue-related interpretations. The objective of IFRS 15 is to provide a single comprehensive revenue recognition model that applies to contracts with customers using two approaches to recognizing revenue – at one point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of the revenue recognized.

   IFRS 15 is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted.

iii) Amendments to IAS 16, *Property, Plant and Equipment* ("IAS 16") and IAS 38, *Intangible Assets* ("IAS 38") – Clarification of Acceptable Methods of Depreciation and Amortization.

The amendments to IAS 16 and IAS 38 are effective for annual periods beginning on or after January 1, 2016 with early adoption permitted.

There are no other IFRS or IFRS Interpretations Committee ("IFRIC") interpretations that are not yet effective that would be expected to have a material impact on the Company.

RISKS AND UNCERTAINTIES

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, the Company's properties do not have a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing; and obtaining permits for drilling and other exploration activities.

Title to Mineral Property Risks

Certain of the Company's rights to the Guadalajara Project are subject to the terms of an option Agreement which requires the Company to make certain payments in order to obtain and secure a further interest in the property. If the Company may fail to, or may choose not to, make such payments, in which case it will forfeit its interest in the property. Any failure by the Company to obtain or secure title to the property could have an adverse effect on the Company and the value of the Company's common shares.

The Company does not maintain insurance against title. Title on mineral properties and mining rights involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mining properties. The Company has submitted concession applications to the Colombian authorities and the timing of granting such concessions is at the discretion of the Ministry of Mines and Energy. There is ongoing risk that such governmental processes will not be completed on a timely basis. The Company has diligently investigated and continues to diligently investigate and validate title to its mineral claims; however, this should not be construed as a guarantee of title. The Company cannot give any assurance that title to properties it acquired will not be challenged or impugned and cannot guarantee that the Company will have or acquire valid title to these mineral properties.

Commodity Price Risk

The Company is exposed to commodity price risk. Declines in the market price of gold, base metals and other minerals may adversely affect the Company's ability to raise capital in order to fund its ongoing operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of its mineral property to a third party.

Financing and Share Price Fluctuation Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Company's project may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its project which could result in the loss of its property.

Securities markets have at times in the past experienced a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

Political, Economic and Currency Risks

Although Colombia has a long-standing tradition respecting the rule of law, which has been bolstered in recent years by the present and former government's policies and programs, no assurances can be given that the Company's plans and operations will not be adversely affected by future developments in Colombia. The Company's property interests and proposed exploration activities in Colombia are subject to political, economic and other uncertainties, including the risk of expropriation, nationalization, renegotiation or nullification of existing contracts, mining licenses and permits or other agreements, changes in laws or taxation policies, currency exchange restrictions, and changing political conditions and international monetary fluctuations. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines, could have a significant effect on the Company.

The Company's equity financings are sourced in Canadian dollars but for the most part it incurs its expenditures in Colombian pesos and US dollars. At this time there are no currency hedges in place. Therefore a weakening of the Canadian dollar against the Colombian peso or US dollar could have an adverse impact on the amount of exploration conducted.

Regulatory Risks

The mining industry in Colombia is subject to extensive controls and regulations imposed by various levels of government. All current legislation is a matter of public record and the Company will be unable to predict what additional legislation or amendments may be enacted. Amendments to current laws, regulations and permits governing operations and activities of mining companies, including environmental laws and regulations which are evolving in Colombia, or more stringent implementation thereof, could cause increases in expenditures and costs, affect the Company's ability to expand or transfer existing operations or require the Company to abandon or delay the development of its properties.

Insured and Uninsured Risks

In the course of exploration, development and production of mineral properties, the Company is subject to a number of hazards and risks in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company's properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and a decline in the value of the securities of the Company.

Environmental and Social Risks

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present. Social risks are fairly significant in Colombia. Colombia is home to South America's largest and longest running insurgency. While the situation has improved dramatically in recent years, there can be no guarantee that it will not deteriorate in the future. Any increase in kidnapping, gang warfare, homicide and/or terrorist activity in Colombia generally may disrupt supply chains and discourage qualified individuals from being involved with the Company's operations.

Competition

The Company competes with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.