

### **ARIAN SILVER CORPORATION**

Interim Consolidated Financial Statements (Unaudited)

For the three months ended 31 March 2014

# ARIAN SILVER CORPORATION Berkeley Square House, Berkeley Square London W1J 6BD England Tol: 144 (0) 20 7887 6509

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### NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of financial statements by an entity's auditor.

Arian Silver Corporation
Consolidated Statement of Comprehensive Income (Unaudited)
For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

	Note	3 Months ended 31 March 2014 \$'000	3 Months ended 31 March 2013 \$'000
Continuing operations		,	,
Cost of sales Gross loss		(13)	(206)
01033 1033		(13)	(200)
Administrative expenses		(784)	(729)
Loss on derivative liability revaluation	7	(258)	-
Operating loss		(1,055)	(935)
Net investment income/(loss)		2	(21)
Loss for the period attributable to equity shareholders of the parent		(1,053)	(956)
Other comprehensive income			
Foreign exchange translation differences recognised directly in equity	5	97	634
Other comprehensive income for the period		97	634
Total comprehensive income for the period attributable to equity shareholders of the parent		(956)	(322)
Basic and diluted loss per share (\$)		(0.03)	(0.03)

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

These consolidated financial statements have been approved by the Company's directors.

Arian Silver Corporation
Consolidated Statement of Financial Position (Unaudited)
At 31 March 2014 and 31 December 2013

(In U.S. dollars)

		2014	2013
	Note	\$'000	\$'000
Assets			
Non-current assets	2	1,167	1 160
Intangible assets Property, plant and equipment	3	20,729	1,168 17,651
Total non-current assets	3	21,896	18,819
Total Hon-current assets		21,030	10,019
Current assets			
Trade and other receivables		1,442	1,326
Cash and cash equivalents		4,967	7,241
Inventories	4	1,149	980
Total current assets		7,558	9,547
Total assets		29,454	28,366
Equity attributable to equity shareholders of the parent	_		
Share capital	5	51,514	51,514
Share-based payment reserve	5	7,986	8,001
Foreign exchange translation reserve Retained loss	5 5	(869)	(966)
	э	(43,789) 14,842	(42,765) 15,784
Total equity		14,042	15,764
Current liabilities			
Trade and other payables		994	1,173
Convertible note	7	13,118	11,170
Derivative liability	7	310	52
Total current liabilities		14,422	12,395
Non-current liabilities			
Provision for mine closure	8	190	187
Total non-current liabilities		190	187
Total liabilities		14,612	12,582
		22.45	
Total equity and liabilities		29,454	28,366

The accompanying notes are an integral part of these consolidated financial statements. These consolidated financial statements have been approved by the Company's directors.

Arian Silver Corporation
Consolidated Statement of Cash Flows (Unaudited)
For the three months ended 31 March 2014 and 2013

(In U.S. dollars)

		3 Months ended 31 March 2014	3 Months ended 31 March 2013
	Note	\$'000	\$,000
Cash flows from operating activities			.,
Loss before tax		(1,053)	(956)
Adjustments for:		_	
Depreciation and amortisation		5	4
Exchange difference		29	152
Net investment income	_	(2)	(21)
Fair value of derivative liability	7	258	-
Equity-settled share-based payment transactions		(15)	(004)
Increase in trade and other receivables		(778)	(821)
		(104) (189)	(186) 94
Increase/ (decrease) in trade and other payables Increase in inventories		(169)	(62)
Net cash used in operating activities		(1,231)	(975)
Net cash used in operating activities		(1,231)	(973)
Cash flows from investing activities			
Interest received		5	_
Acquisition of property, plant and equipment		(1,109)	(303)
Used in investing activities		(1,104)	(303)
•		•	
Cash flows from financing activities			
Proceeds from issue of share capital		-	1,291
Net cash from financing activities		-	1,291
Net increase/(decrease) in cash and cash equivalents		(2,335)	13
Cash and cash equivalents at 1 January		7,241	491
Effect of exchange rate fluctuations on cash held		61	(7)
Cash and cash equivalents at 31 March		4,967	497

Arian Silver Corporation
Consolidated Statement of Changes in Equity (Unaudited)
For the three months ended 31 March 2014 and 2013

(In U.S. dollars)

Period to 31 March 2013	Share Capital \$'000	Share based payment Reserve \$'000	Foreign exchange translation reserve \$'000	Retained Earnings \$'000	Total \$'000
Opening balance at 1 January 2013 Loss for the period	48,223	7,885	(1,570)	(41,535) (956)	13,003 (956)
Foreign exchange	_	_	633	(930)	633
Total comprehensive income for the year	-	-	633	(956)	(323)
Shares issued for cash	1,323	-	-	-	1,323
Share issue costs  Balance 31 March 2013	(32) <b>49,514</b>	7,885	(937)	(42,491)	(32) 13,971
	Share Capital	Share based payment Reserve	Foreign exchange translation reserve	Retained Earnings	Total
Period to 31 March 2014	\$'000	\$'000	\$'000	\$'000	\$'000
Opening Balance at 1 January 2014 Loss for the period Foreign exchange	51,514 - -	8,001 - -	(966) - 97	(42,765) (1,053)	15,784 (1,053) 97
Total comprehensive income for the year	-	-	97	(1,053)	(956)
Lapse of share options Fair value of share options	-	(29) 14	-	29	- 14
Balance 31 March 2014	51,514	7,986	(869)	(43,789)	14,842

Notes to Consolidated Financial Statements (Unaudited) For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

### 1. Basis of preparation, going concern and adequacy of project finance

These interim unaudited consolidated financial statements for Arian Silver Corporation ("ASC" or the "Company") have been prepared in accordance with International Financial Reporting Standards.

ASC is a company domiciled in the British Virgin Islands. The consolidated financial statements of the Company comprise the Company and its subsidiaries (together referred to as the "Group"). The Group is primarily involved in the acquisition and development of mineral resource assets.

The accounting policies and methods of computation used in the preparation of the interim unaudited consolidated financial statements are the same as those described in the Company's audited consolidated financial statements and notes thereto for the year ended 31 December 2013. In the opinion of the management, the interim unaudited consolidated financial statements include all adjustments considered necessary for fair and consistent presentation of financial statements. These interim unaudited consolidated financial statements should be read in conjunction with the Company's audited financial statements and notes for the year ended 31 December 2013.

These consolidated financial statements are presented in United States dollars as the Company believes it to be the most appropriate and meaningful currency for investors. The functional currencies of the Company and its subsidiary are pounds sterling and Mexican peso respectively.

The Financial Statements have been prepared on a going concern basis.

The directors regularly review cash flow forecasts to determine whether the Group have sufficient cash reserves to meet future working capital requirements and commitments, and to fund future expansion projects and business opportunities.

At 31 March 2014 the Company had a working capital deficiency of \$6.9m.

On 29 August 2013 the Company raised US\$15,585,000 through the issuance of a senior secured convertible note ("Convertible Note"). The Convertible Note is convertible at C\$1.10 at the option of the note holder, and if not converted, will mature at a premium of 5% on 28 August 2014

The Group is currently developing refinancing opportunities, including the issue of new equity, debt finance and alternative financing arrangements to source funds on more attractive terms and to more suitably fund the expansion of the Company's operations.

In September 2012, the Group entered into a £5m Standby Equity Distribution Agreement ("SEDA") with YA Global Master SPV Ltd ("Yorkville"). The SEDA entitles the Group to drawdown funds in exchange for the issue of shares at a price based on the Company's market price. At 31 March 2014, £2.2m remained available to draw down against the SEDA facility. The agreement expires in September 2015.

In the past the Group has been successful at raising funding, however there can be no assurance that the Group will be able to raise funds in the future.

The directors currently believe the Group has adequate financial resources or access to such resources in order to continue to prepare the Company's financial statements on a going concern basis. However, if the Company is unsuccessful in raising future funding it may not be able to meet its on-going working capital and project expenditure requirements. If these circumstances arose then there would be significant doubt on the Company's ability to continue as a going concern and the carrying value of the Group's exploration and other assets would be required to be reviewed.

Notes to Consolidated Financial Statements (Unaudited) For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

### Intangible assets - Deferred Exploration and Evaluation Costs

The Group's deferred exploration and evaluation costs comprise costs directly incurred in exploration and evaluation as well as the cost of maintaining mineral licences. They are capitalised as intangible assets pending the determination of the feasibility of the project. When the decision is taken to develop a mine the related intangible assets are transferred to property, plant and equipment. Where a project is abandoned or is determined not economically viable, the related costs are written off.

The recoverability of deferred exploration and evaluation costs is dependent upon a number of factors common to the natural resource sector. These include the extent to which the Group can establish economically recoverable reserves on its properties, the ability of the Group to obtain necessary financing to complete the development of such reserves and future profitable production or proceeds from the disposition thereof.

Intangible assets for the three months ended 31 March 2014 and the year ended 31 December 2013 are detailed in the following table:

2014

2013

	\$'000	\$'000
Opening balance at 1 January	1,168	1,176
Foreign Exchange	(1)	(8)
Closing balance at 31 March	1,167	1,168

The balances at 31 March 2014 and at 31 December 2013 relate entirely to deferred exploration and development costs.

### Property, plant and equipment - Mine Development Costs

Mine development costs include appropriate deferred exploration and evaluation costs transferred on development of an exploration property. Before reclassification, such costs are assessed for impairment, with any impairment recognised in profit or loss for the period.

All subsequent development costs are capitalised, including all costs incurred as commissioning costs. When the mine is capable of operating in the manner intended by management, the mining assets are amortised over the estimated life of the reserves on a unit of production basis.

Changes in property, plant and equipment for the three months ended 31 March 2014 and the year ended 31 December 2013 are detailed in the following table:

	2014	2013
	\$'000	\$'000
Opening balance at 1 January	17,651	10,405
Additions for the period	1,109	4,770
Interest capitalised	1,947	2,596
Depreciation and amortisation	(5)	(59)
Foreign Exchange	27	(61)
Closing balance at 31 March	20,729	17,651

The balances at 31 March 2014 and at 31 December 2013 relate to mine development costs and other property plant and equipment.

The mine development costs at 31 March 2014 of \$11,917,000 (31 December 2013: \$11,324,000), relate to the 100% owned San José property in Zacatecas State, Mexico.

Plant and equipment includes \$8,756,000 (31 December 2013: \$6,275,000) for the El Bote processing plant, of which \$4,543,000 (31 December 2013: \$2,596,000) relates to transactions costs and interest costs that have been capitalised.

Other property plant and equipment of \$56,000 (31 December 2013: \$52,000) includes other plant and equipment, fixtures and fittings and vehicles.

Notes to Consolidated Financial Statements (Unaudited) For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

### 4. Inventories

Inventories comprise silver concentrate produced, ore stockpiles and consumables and are stated at the lower of cost and net realisable value. Silver concentrate produced and ore stockpiles are calculated on an average cost basis and include all costs directly incurred up to the relevant point of the process, such as mining costs, milling costs, transport, operating and administration costs. Net realisable value is determined with reference to market prices.

Consumables
Stockpiled ore

1,149	980
1,119	958
30	22
\$'000	\$'000
2014	2013

### 5. Share capital and reserves

The Company is authorised to issue an unlimited number of common shares of no par value.

Following the approval of shareholders on 29 August 2013, every 10 pre-consolidated common shares in the Company were consolidated into one post-consolidation common share of the Company, effective from the 3 September 2013.

Changes in share capital for the three months ended 31 March 2014 and the year ended 31 December 2013 are as follows:

Opening balance at January Shares issued for cash Share issue costs Closing balance at 31 March

2014		2013	
Number of		Number of	
Shares	Amount	Shares	Amount
<b>'000</b>	\$'000	'000	\$'000
33,366	51,514	30,490	48,223
-	-	2,876	3,495
-	-	-	(204)
33,366	51,514	33,366	51,514

### Three months ended 31 March 2014

No common shares were issued during the period.

### Year ended 31 December 2013

- 101,989 common shares issued at £1.42172 per share to provide additional working capital of £145,000 in connection with the drawdown of the SEDA.
- 165,780 common shares issued at £1.36326 per share to provide additional working capital of £226,000 in connection with the drawdown of the SEDA.
- 219,828 common shares issued at £1.3647 per share to provide additional working capital of £300,000 in connection with the drawdown of the SEDA.
- 182,102 common shares issued at £1.0258 per share to provide additional working capital of £186,800 in connection with the drawdown of the SEDA.
- 249,321 common shares issued at £1.050805 per share to provide additional working capital of £262,000 in connection with the drawdown of the SEDA.
- 440,316 common shares issued at £0.68133 per share to provide additional working capital of £300,000 in connection with the drawdown of the SEDA.
- 430,286 common shares issued at £0.50199 per share to provide additional working capital of £216,000 in connection with the drawdown of the SEDA.
- 321,656 common shares issued at £0.4045 per share to provide additional working capital of £130,110 in connection with the drawdown of the SEDA.
- 207,694 common shares issued at £0.46003 per share to provide additional working capital of £95,545 in connection with the drawdown of the SEDA.
- 557,063 common shares issued at £0.70004 per share to provide additional working capital of £389,967 in connection with the drawdown of the SEDA.

Notes to Consolidated Financial Statements (Unaudited) For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

# 5. Share capital and reserves (continued) Share based payment reserve

The share based payment reserve arises on the grant of share options to directors, employees and other eligible persons under the share option plan.

A summary of the changes in the Group's contributed surplus for the three months ended 31 March 2014 and the year ended 31 December 2013, is set out below:

Closing balance at 31 March
Incentive stock options lapsed
Fair value of share options
Opening balance at 1 January

2014	2013
\$'000	\$'000
8,001	7,885
14	497
(29)	(381)
7,986	8,001

### Foreign exchange translation reserve

The translation reserve comprises both foreign exchange differences arising on the translation of amounts relating to overseas operations and the presentation of the financial statements in United States dollars.

A summary of the changes in the Group's foreign exchange translation reserve for the three months ended 31 March 2014 and the year ended 31 December 2013, is set out below:

Closing balance at 31 March
Movement in the period
Opening balance at 1 January

2013	2013
\$'000	\$'000
(966)	(1,570)
97	604
(869)	(966)

### **Retained loss**

Retained loss comprises accumulated losses in the current and prior years.

### 6. Stock-based compensation

The share option programme allows Group directors, officers, employees and consultants to acquire shares of the Company. The fair value of options granted is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period until the options vest unconditionally. The fair value of the options granted is measured using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest, except if the change is due to market based conditions not being satisfied.

The fair value of stock options used to calculate compensation expense is estimated using the Black-Scholes option pricing model with the following assumptions:

	2014	2013
Risk free interest rate	1.84%	0.98%
Expected dividend yield	0%	0%
Expected stock price volatility	88%	93%
Expected option life in years	5 years	5 years

Pricing models require the input of highly subjective assumptions, including the expected price volatility. In the current period it was deemed that enough information on historic share prices was available to calculate the expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of units granted by the Company.

Notes to Consolidated Financial Statements (Unaudited) For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

The total expense relating to the fair value of the share options recognised in administrative expenses for the three months ended 31 March 2014 was \$14,000 (31 March 2013: \$nil).

The Company's rolling share option plan lapsed on 7 September 2012 following which a fixed share option plan was adopted, authorising the grant of up to an aggregate of 30 million share options. Following the approval of shareholders on 29 August 2013, this authority was adjusted to 3 million shares with effect from 3 September 2013.

A summary of the Company's stock options as at 31 March 2014 is set out below:

Outstanding shares	Exercise price	Expiry
130,000	£0.55/C\$1.00	16 July 2014
1,186,000	£4.925/C\$7.90	18 January 2016
70,000	£2.00/C\$3.2077	29 May 2017
795,000	£0.70/C\$1.09123	29 May 2018
50,000	£0.325/C\$0.57624	13 January 2019

The number and weighted average exercise prices of share options for the three months ended 31 March 2014 and the year ended 31 December 2013 are as follows:

	2014		2013	
		Weighted		Weighted
		average		average
		exercise		exercise
	Outstanding	price	Outstanding	price
	000's	\$	000's	\$
Opening balance	2,231	4.54	1,596	6.20
Lapsed	(50)	(1.10)	(210)	(2.60)
Issued	50	0.51	845	1.10
Balance – end of period	2,231	4.52	2,231	4.54

### 7. Convertible note

	Convertible Note		Derivative Liability	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Opening balance at 1 January	11,170	-	52	-
Proceeds at issuance	-	15,585	-	-
Less interest pre-paid at issuance	-	(2,182)	-	-
Fair value derivative liability on recognition	-	(3,509)	-	3,509
Transaction costs capitalised on recognition	-	(1,320)	-	-
Loss/(profit) on fair value of derivative liability	-	-	258	(3,457)
Unwind effective interest	1,948	2,596	-	-
Closing balance at 31 March	13,118	11,170	310	52

The convertible option of the Convertible Note has been treated as an embedded derivative because it does not meet IFRS's definition of equity. The liability and derivative liability components are presented separately in the Consolidated Statement of Financial Position starting from initial recognition. At initial recognition, the value of the liability component is based on the proceeds from the transaction less the fair value of the derivative liability. Subsequent to initial recognition, the liability component is measured at amortised cost using the effective interest method; the liability component is increased by accretion of the effective interest to reach the nominal value of the note plus premium payable on maturity.

On initial recognition, the fair value of the derivative liability is established using a Monte Carlo simulation. Subsequently, the derivative liability is fair valued at each reporting date and changes in the fair value are taken directly to the Statement of Comprehensive Income.

Notes to Consolidated Financial Statements (Unaudited) For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

### 7. Convertible note (continued)

Transaction costs are distributed between the convertible note and derivative liability on a pro-rata basis of their carrying amounts on initial recognition.

The loss reported on the derivative at 31 March 2014 is primarily a result of the strengthening of Arian Silver Corporation's share price between the year end and the reporting date. Any subsequent decrease in the share price from the reporting date would be likely to result in a profit on the derivative.

### 8. Provision for mine closure

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by the development or on-going production of a mining property. Costs are estimated on the basis of a closure plan and are subject to regular review.

Such costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided and capitalised within mine development costs at the start of each project, as soon as the obligation to incur such cost arises. These decommissioning costs are charged against profits over the life of the mine, through depreciation of the asset and unwinding or amortisation of the discount on the provision. Depreciation is included in operating costs while the unwinding of the discount is included in financing costs. Changes in the measurement of a liability relating to the decommissioning of plant or other site preparation work are added to, or deducted from, the cost of the related asset in the current period.

Changes in mine closure provision for the three months ended 31 March 2014 and the year ended 31 December 2013 are detailed in the following table:

Opening balance at 1 January	
Unwinding of discount	
Closing balance at 31 March	

2014	2013
\$'000	\$'000
187	177
3	10
190	187

The provision has been made to cover projected closure costs in the event that the operations at the San José mine are not prolonged beyond the initial mining period of approximately 4 years.

At 31 March 2014, closure costs are calculated to be \$206,000 (31 December 2013: \$206,000) at the end of the 4 years using a discount rate of 5% (31 December 2013: 5%). Closure activities include decommissioning, reclamation and rehabilitation.

### 9. Related party transactions

These unaudited interim consolidated financial statements include balances and transactions with directors and officers of the Company and/or corporations related to them. All transactions have been recorded at the exchange amount which is the consideration established and agreed to between the related parties. During the three months ended 31 March 2014 and 31 March 2013 the Company entered into the following transactions involving related parties:

The Dragon Group Ltd charged the Company a total of \$32,132 (31 March 2013: \$30,161) which relates to the reimbursement of Tony Williams' remuneration paid on behalf of the Company. Tony Williams, Chairman and a director of the Company, beneficially owns the Dragon Group. At 31 March 2014, \$10,768 (31 December 2013: \$10,672) was outstanding.

On 24 September 2013 the Company acquired an option for \$200,000 to conduct due diligence on Siberian Goldfields Ltd ("SGL") and its mineral properties, with a view to Arian undertaking a potential equity transaction or other corporate transaction or investment with SGL ("Transaction"). On 27 November 2013 Arian gave notice to SGL of its election not to proceed with a Transaction.

Notes to Consolidated Financial Statements (Unaudited) For the three months ended 31 March 2014 and 2013 (In U.S. dollars)

### 9. Related party transactions (continued)

The option grant fee is repayable by SGL to Arian together with interest payable at a rate of 10% per annum in the event that Arian elects not to proceed with a Transaction. Interest accrued during the three months ended 31 March 2014 amounts to \$5,000 (31 December 2013: \$3,780). As at 31 March 2014, \$208,780 (31 December 2013: \$203,780) was owed to Arian by SGL.

Tony Williams is a director and shareholder of SGL.

Key management personnel participate in the Company's share option programme.

### 10. Segment reporting

The Group's reportable segments, which are those reported to the Board of Directors, are the operating business managed by the geographically based management teams responsible for their performance.

As at 31 March 2014, the operating segments included in internal reports are determined on the basis of their significance to the Group.

### **Segment information**

ocginent imorniation							
	San José		All other s	egments	Total		
Loss before tax Capital Expenditure Depreciation and amortisation	31 Mar 2014 \$'000 (13) 600	31 Mar 2013 \$'000 (206) 303 3	31 Mar 2014 \$'000 (1,040) 2,456	31 Mar 2013 \$'000 (750)	31 Mar 2014 \$'000 (1,053) 3,056	31 Mar 2013 \$'000 (956) 303 4	
	San José		All other segments		Total		
	31 Mar 2014	31 Dec 2013	31 Mar 2014	31 Dec 2013	31 Mar 2014	31 Dec 2013	

\$'000

\$'000

\$'000

\$'000

\$'000

28,366

12,582

 Total assets
 13,065
 12,304
 16,389
 16,062
 29,454

 Total liabilities
 190
 177
 14,422
 12,390
 14,612

 All other segments include assets common to all projects.

\$'000

### Geographical information

Geographical information							
	Me	Mexico		UK		Total	
	31 Mar	31 Dec	31 Mar	31 Dec	31 Mar	31 Dec	
	2014	2013	2014	2013	2014	2013	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
Non current assets excluding investments	18,499	15,448	3,397	3,371	21,896	18,819	