ORLA
MINING LTD

Condensed Interim Consolidated Financial Statements

FOR THE THREE MONTHS ENDED MARCH 31, 2017

(unaudited)

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

The accompanying unaudited interim financial statements of Orla Mining Ltd. for the three months ended March 31, 2017 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

ORLA MINING LTD.

Condensed Interim Consolidated Statements of Financial Position (unaudited)

(Expressed in Canadian Dollars)

As at		**March 31, 2017**		December 31, 2016
ASSETS				
Current assets				
Cash	**$**	**22,220,983**	$	25,935,149
Sales taxes recoverable		**422,655**		408,695
Prepaid expenses and deposits		**569,951**		359,590
		23,213,589		26,703,434
Non-current assets				
Reclamation deposits (note 4)		**199,925**		201,405
Equipment (note 5)		**371,954**		418,115
Exploration and evaluation assets (note 6)		**112,729,944**		111,725,507
		113,301,823		112,345,027
TOTAL ASSETS	**$**	**136,515,412**	$	139,048,461
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities (note 7)	**$**	**1,565,921**	$	2,696,677
TOTAL LIABILITIES		**1,565,921**		2,696,677
EQUITY				
Share capital (note 8)	**$**	**129,216,307**	$	128,139,781
Reserves (note 8)		**11,637,051**		11,985,482
Accumulated deficit		**(6,366,092)**		(5,059,078)
Accumulated other comprehensive income		**462,225**		1,285,599
TOTAL EQUITY		**134,949,491**		136,351,784
TOTAL EQUITY AND LIABILITIES	**$**	**136,515,412**	$	139,048,461

Corporate informaton and continuance of operations (note 1)
Commitments and contingencies (note 10)
Segmented information (note 12)

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

These interim consolidated financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ Marc Prefontaine Director *|* */s/ Troy Fierro Director*

ORLA MINING LTD.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss (unaudited)
(Expressed in Canadian Dollars)

		For the three months ended		
		March 31, 2017		March 31, 2016
EXPENSES				
Depreciation (note 5)	**$**	**2,254**	$	-
Management fees (note 9)		**164,000**		45,500
Office and administration		**200,600**		9,729
Professional fees (note 9)		**245,748**		8,684
Property investigation costs		**10,224**		18,843
Public and community relations		**191,920**		-
Regulatory and transfer agent fees		**48,194**		6,162
Rent		**26,934**		3,263
Salaries and benefits		**233,038**		-
Share-based payments		**-**		83,301
Travel		**130,724**		-
		1,253,636		175,482
OTHER EXPENSES (INCOME)				
Interest income		**(50,701)**		(747)
Finance costs		**2,785**		-
Foreign exchange (gain) loss		**99,928**		(156)
Penalties and interest on flow-through shares		**1,366**		1,300
NET LOSS FOR THE PERIOD	**$**	**1,307,014**	$	175,879
OTHER COMPREHENSIVE EXPENSES				
Foreign currency translation differences for foreign operations	**$**	**823,374**	$	-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	**$**	**2,130,388**	$	175,879
Basic and diluted loss per share for the period attributable to common shareholders (warrants and options not included as the impact would be anti-dilutive)	**$**	**0.01**	$	0.01
Weighted average number of common shares outstanding		**122,409,516**		17,627,484

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

ORLA MINING LTD.
Condensed Interim Consolidated Statements of Changes in Equity (unaudited)
(Expressed in Canadian Dollars)

	Number of shares	Amount	Options	Warrants	Total	Accumulated deficit	Accumulated other comprehensive income (loss)	Total
Balance at December 31, 2016	**116,498,572**	**$ 128,139,781**	**$ 1,655,150**	**$ 10,330,332**	**$ 11,985,482**	**$ (5,059,078)**	**$ 1,285,599**	**$ 136,351,784**
Shares issued for cash - warrant exercise	11,558,000	685,400	-	-	-	-	-	**685,400**
Shares issued for cash - stock option exercise	184,500	42,695	-	-	-	-	-	**42,695**
Reclassification of grant-date fair value on exercise of warrants	-	304,822	-	(304,822)	(304,822)	-	-	**-**
Reclassification of grant-date fair value on exercise of stock options	-	43,609	(43,609)	-	(43,609)	-	-	**-**
Share-based payments	-	-	-	-	-	-	-	**-**
Net loss per the period	-	-	-	-	-	(1,307,014)	-	**(1,307,014)**
Other comprehensive loss for the period	-	-	-	-	-	-	(823,374)	**(823,374)**
Balance at March 31, 2017	**128,241,072**	**$ 129,216,307**	**$ 1,611,541**	**$ 10,025,510**	**$ 11,637,051**	**$ (6,366,092)**	**$ 462,225**	**$ 134,949,491**
Balance at December 31, 2015	**17,437,924**	**$ 2,229,514**	**$ 440,742**	**$ 342,214**	**$ 782,956**	**$ (2,168,895)**	**$ -**	**$ 843,575**
Shares issued for cash - private placement	375,000	15,653	-	14,347	14,347	-	-	**30,000**
Share issue costs	-	(900)	-	-	-		-	**(900)**
Share-based payments	-	-	83,301	-	83,301		-	**83,301**
Net loss for the period					-	(175,879)	-	**(175,879)**
Other comprehensive loss for the period	-	-	-	-	-	-	-	**-**
Balance at March 31, 2016	**17,812,924**	**$ 2,244,267**	**$ 524,043**	**$ 356,561**	**$ 880,604**	**$ (2,344,774)**	**$ -**	**$ 780,097**

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

ORLA MINING LTD.
Condensed Interim Consolidated Statements of Cash Flows (unaudited)
(Expressed in Canadian Dollars)

		For the three months ended March 31, 2017		March 31, 2016
Cash flows provided from (used by):				
OPERATING ACTIVITIES				
Net loss for the period	**$**	**(1,307,014)**	$	(175,879)
Adjustments for items not affecting cash:				
Depreciation		**52,857**		-
Share-based compensation		**-**		83,301
Net changes in non-cash working capital items:				
Sales taxes recoverable		**(13,987)**		(2,706)
Prepaid expenses and deposits		**(211,580)**		1,875
Accounts payable and accrued liabilities		**(1,140,665)**		(22,117)
Net cash flows used in operating activities		**(2,620,389)**		(115,526)
FINANCING ACTIVITIES				
Proceeds on issuance of shares, net of cash share issue costs (note 8(b))		**728,095**		29,100
Net cash flows from financing activities		**728,095**		29,100
INVESTING ACTIVITIES				
Exploration and evaluation assets (note 6)		**(1,811,312)**		(416)
Purchase of equipment (note 5)		**(10,047)**		-
Net cash flows used in investing activities		**(1,821,359)**		(416)
Effects of exchange rate changes on cash		**(513)**		-
Net decrease in cash		**(3,714,166)**		(86,842)
Cash, beginning of period		**25,935,149**		418,703
Cash, end of period	**$**	**22,220,983**	$	331,861
Cash paid during the period for interest	**$**	**-**	$	-
Cash paid during the period for income taxes	**$**	**-**	$	-

Supplemental cash flow information (note 11)

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

1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

Orla Mining Ltd. (the "Company" or "Orla") was incorporated under the Business Corporations Act of Alberta on May 31, 2007 as a Capital Pool Company as defined by Policy 2.4 of the TSX Venture Exchange. The Company was continued into British Columbia under the Business Corporations Act in 2010 and subsequently into Ontario under the Business Corporations Act (Ontario) in 2014.

The head office, principal address and records office of the Company are located at Suite 1240, 1140 West Pender Street, Vancouver, British Colombia. The Company's registered office is located at 885 W. Georgia Street, 2200 HSBC Building, Vancouver, British Colombia.

On December 6, 2016, the Company and Pershimco Resources Inc. ("Pershimco") completed a plan of arrangement (the "Plan of Arrangement") under the *Canada Business Corporations Act* ("CBCA"), pursuant to which Orla and Pershimco have combined to create a new gold company in the Americas. Orla will focus on continued exploration and development of the Cerro Quema project located in Panama, and intends to seek further growth opportunities in the Americas.

These unaudited condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at March 31, 2017, the Company had not advanced its property to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to fund operating costs over the next twelve months with cash and further equity financings.

The unaudited condensed interim consolidated financial statements of the Company for the three months ended March 31, 2017 were reviewed by the Audit Committee and approved and authorized by the Board of Directors on May 24, 2017.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of compliance to International Financial Reporting Standards

These unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements comply with International Accounting Standard 34, Interim Financial Reporting.

Basis of presentation

These unaudited condensed consolidated interim financial statements include the accounts of Orla and its subsidiaries. This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2016. Certain amounts in prior periods have been reclassified to conform to the current period presentation.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

New standards adopted during the year

Effective January 1, 2017, the following standards were adopted but did not have a material impact on the financial statements.

- IFRS 15 - New standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers, effective for annual periods beginning on or after January 1, 2017.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2018. Updates which are not applicable or are not consequential to the Company have been excluded thereof. The following have not yet been adopted by the Company and are being evaluated to determine their impact:

- IFRS 9 – New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018.

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

4. RECLAMATION DEPOSITS

The Company has reclamation deposits of $199,925 (US$150,000). These bonds were put as collateral for the 3 mining concessions at Cerro Quema (Panama) in the event of future operations.

(Expressed in Canadian Dollars)

5. EQUIPMENT

	Equipment	Vehicles	Computer equipment	Office equipment	Total
Cost					
As at December 31, 2016	$ 258,579	$ 81,519	$ 85,707	$ 10,081	**$ 435,886**
Additions	$ 10,047	$ -	$ -	$ -	**$ 10,047**
Effect of movements in exchange rates	$ (1,830)	$ (599)	$ (622)	$ (62)	**$ (3,114)**
Balance as at March 31, 2017	**$ 266,796**	**$ 80,920**	**$ 85,085**	**$ 10,019**	**$ 442,820**
Depreciation					
As at December 31, 2016	$ (10,563)	$ (2,620)	$ (3,790)	$ (798)	**$ (17,771)**
Charged for the period	$ (31,694)	$ (7,750)	$ (11,159)	$ (2,254)	**$ (52,857)**
Effect of movements in exchange rates	$ (143)	$ (34)	$ (51)	$ (10)	**$ (238)**
Balance as at March 31, 2017	**$ (42,400)**	**$ (10,404)**	**$ (15,000)**	**$ (3,062)**	**$ (70,866)**
Net book value					
As at December 31, 2016	$ 248,015	$ 78,900	$ 81,917	$ 9,284	$ 418,115
As at March 31, 2017	**$ 224,396**	**$ 70,516**	**$ 70,085**	**$ 6,957**	**$ 371,954**

During the three months ended March 31, 2017, the Company charged $52,857 (March 31, 2016 – $nil) in depreciation expense of which $2,254 (March 31, 2016 – $nil) was recognized as expenses and $50,603 was capitalized to exploration and evaluation assets (March 31, 2016 – $nil).

6. EXPLORATION AND EVALUATION ASSETS

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

	Panama		Canada	
	Cerro Quema	**Aurum**	**Blue Quartz**	**Total**
Balance December 31, 2016	**$ 111,131,831**	**$ 1**	**$ 593,676**	**$ 111,725,508**
During the period:				
Acquisition costs				
Additions	-	-	212	**212**
Deferred exploration costs				
Assays and sample analysis	13,392	-	-	**13,392**
Depreciation	50,603	-	-	**50,603**
Drilling	69,038	-	-	**69,038**
Geological consulting	497,733	-	-	**497,733**
Rentals, supplies and other	334,275	-	-	**334,275**
Repairs and maintenance	75,437	-	-	**75,437**
Salaries and benefits	582,457	-	-	**582,457**
Travel, food and accommodations	188,165	-	-	**188,165**
	$ 1,811,100	**$ -**	**$ -**	**$ 1,811,100**
Effect of movements in exchange rates	$ (806,876)	$ -	$ -	**$ (806,876)**
Balance March 31, 2017	**$ 112,136,055**	**$ 1**	**$ 593,888**	**$ 112,729,944**

6. EXPLORATION AND EVALUATION ASSETS (continued)

Cerro Quema, Panama

The Company's 100% owned Cerro Quema project is located on the Azuero Peninsula in the Los Santos Province of Southwestern Panama, about 45 kilometres southwest of the city of Chitre and about 190 kilometres southwest of Panama City. Rights to gold and silver at Cerro Quema are held through 3 concessions that encompass 14,833 hectares. As well as mineral rights, the Company owns the surface rights over the areas of the current resources.

Concession to the property comprises of three contracts between the Republic of Panama and Minera Cerro Quema S.A., a wholly owned subsidiary of the Company. The original 20-year term for these concessions expired on February 26, 2017 (Contracts 19 and 20) and March 3, 2017 (Contract 21). The Company has applied for the prescribed 10-year extension to these contracts as it is entitled to under Panamanian mineral law. The Company believes it has complied with all legal requirements in relation to the concessions. On March 6, 2017, the Ministry of Commerce and Industry provided written confirmation to the Company that the extension applications were received and that exploration work could continue while the Company waits for the renewal of the concessions. Furthermore, the Panamanian Ministry of Commerce and Industry approved the most recent annual report for the concessions which includes a work plan for 2017.

Aurum, Panama

The Company holds, through its wholly-owned Panama subsidiary, Aurum Exploration Inc., a 100% interest in a group of six mineral concessions (under application) covering approximately 55,000 hectares located in the Herrera and Los Santos Provinces on the Azuero Peninsula in the Republic of Panama. The applications are west of the Cerro Quema property.

The Company does not consider this property as core to its operations and is reviewing its options relating to this concession.

Blue Quartz Property, Ontario

The Company holds a 50% interest in the Blue Quartz Property in northern Ontario. The property is subject to net smelter returns royalties totaling 2.5%, up to an aggregate 0.5% of which can be bought back for $500,000.

The Company does not consider this property as core to its operations and is reviewing its options relating to this concession.

(Expressed in Canadian Dollars)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are broken down as follows:

	Note		March 31, 2017		December 31, 2016
Trade payables		**$**	**933,779**	$	1,774,074
Accrued liabilities			**479,496**		728,277
Due to related party	9		**41,977**		85,023
Indemnification liability	10		**110,669**		109,303
		$	**1,565,921**	$	2,696,677

8. SHARE CAPITAL

a) Authorized share capital

Unlimited number of common shares without par value.
Unlimited number of preferred shares without par value.

b) Issued share capital

At March 31, 2017, the Company had 128,241,072 common shares issued and outstanding (December 31, 2016 – 116,498,572) with a value of $129,216,307 (December 31, 2016 – $128,139,781).

<u>During the three months ended March 31, 2017:</u>

- 11,558,000 warrants were exercised for proceeds of $685,400. In addition, the Company reclassified the grant date fair value of the exercised warrants of $304,822 from reserve to share capital.

- 184,500 options were exercised for proceeds of $42,695. In addition, the Company reclassified the grant date fair value of the exercised warrants of $43,609 from reserve to share capital.

c) Warrants

The changes in warrants during the three months ended March 31, 2017 as follows:

	Number outstanding		Weighted average exercise price
Balance, December 31, 2016	**25,673,828**	**$**	**0.71**
Exercised	(11,558,000)		0.06
Balance, March 31, 2017	**14,115,828**	**$**	**1.25**

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

c) Warrants

The following summarizes information about warrants outstanding at March 31, 2017:

Expiry date	Warrants outstanding		Exercise price	Weighted average remaining contractual life (in years)		Estimated grant date fair value
June 30, 2017	50,000	$	0.50	0.25		100,150
February 15, 2018	375,000	$	0.10	0.88		14,347
October 13, 2018	865,668	$	1.75	1.54		740,954
December 6, 2018	5,825,160	$	2.00	1.68		6,952,829
July 8, 2021	7,000,000	$	0.62	4.27		2,317,381
	14,115,828			**2.93**	**$**	**10,125,661**

d) Stock options

The Company has a stock option plan applicable to directors, officers and consultants, under which the total outstanding stock options are limited to 10% of the outstanding common shares of the Company at any one time. Under the plan, an option's maximum term is five years from the grant date. Options under this plan vest upon issuance.

The changes in stock options during the three months March 31 ,2017 as follows:

	Number outstanding		Weighted average exercise price
Balance, December 31, 2016	**2,618,744**	**$**	**0.91**
Expired	(209,000)		3.16
Exercised	(184,500)		0.23
Balance, March 31, 2017	**2,225,244**	**$**	**0.75**

<u>During the three months ended March 31, 2017</u>

- 209,000 options with an exercise price ranged from $0.81 to $7.48 expired unexercised.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

d) Stock Options (continued)

The following summarizes information about stock options outstanding and exercisable at March 31, 2017:

Expiry date	Options outstanding	Options exercisable		Exercise price	Estimated grant date fair value	Weighted average remaining contractual life (in years)
September 20, 2017	161,496	161,496	$	3.53	55,733	0.47
July 30, 2018	38,000	38,000	$	1.90	30,132	1.33
September 19, 2018	149,148	149,148	$	1.69	148,233	1.47
March 10, 2019	38,000	38,000	$	1.69	46,688	1.94
October 1, 2019	193,800	193,800	$	1.48	284,475	2.50
November 27, 2020	1,375,000	1,375,000	$	0.15	308,304	3.66
December 3, 2020	269,800	269,800	$	0.81	425,725	3.68
	2,225,244	**2,225,244**			**$ 1,299,290**	**3.12**

During the three montsh ended March 31, 2017 and 2016, the Company recognized share-based payments expense of $nil and $83,301, respectively.

9. RELATED PARTY TRANSACTIONS AND BALANCES

a) Related Party Transactions

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole.

Total compensation of key company personnel for the three months ended March 31, 2017 and 2016 is as follows:

	For the three months ended			
		March 31, 2017		**March 31, 2016**
Management fees	**$**	**214,000**	$	45,500
Share-based payments		**-**		74,619
	$	**214,000**	$	120,119

9. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

a) Related Party Transactions (continued)

The Company entered into the following transactions with a related party during the three months ended March 31, 2017:

- The Company paid $62,500 (March 31, 2016 – $15,000) for management services to the Company's Chief Executive Officer or to Pref-Ex Geological Inc., which is a corporation controlled by the Company's Chief Executive Officer

- The Company paid $62,500 (March 31, 2016 – $15,000) for management services to the Company's Chief Operating Officer or to Hans Smit, P.Geo. Inc., which is a corporation controlled by the Company's Chief Operating Officer.

- The Company paid $39,000 (March 31, 2016 – $15,500) for management fees, to Quantum Advisory Partners LLP whose incorporated partner is the Company's Chief Financial Officer.

- The Company paid $50,000 (March 31, 2016 – $nil), included in professional fees, for consulting fees to Alain Bureau Project Management Inc., which is a corporation controlled by the Company's Director.

b) Related party balances

The balances due to the Company's directors and officer included in accounts payables and accrued liabilities were $41,977, as at March 31, 2017 (December 31, 2016 – $110,654), which were paid subsequent to March 31, 2017. These amounts are unsecured, non-interest bearing and payable on demand.

(Expressed in Canadian Dollars)

10. COMMITMENTS AND CONTINGENCIES

Flow-through shares

The Company committed to incur $165,000 of qualifying resource expenditures pursuant to a flow-through private placement completed in 2012. Renunciation forms relating to this financing were filed in February of 2013. As the Company did not fulfil its obligation to incur the required qualifying expenditures within the specified time frame, the Company has recognized $130,292 related to penalties, interest and indemnification liabilities to date in these financial statements (December 31, 2016 – $128,926) of which $nil was paid during the three months ended March 31, 2017 (March 31, 2016 – $19,623).

During the three months ended March 31, 2017, the Company has recognized $1,366 in interest and penalties relating to these obligations (March 31, 2016 – $1,300).

The balances due to the indemnification liability included in accounts payables and accrued liabilities were $110,669, as at March 31, 2017 (December 31, 2016 – $109,303).

Minera Cerro Quema project (Panama)

In the event that commercial production begins, as per article 211 of the mining resources code, the properties are subject to a 4% royalty against production payable to the government.

Commitments

The Company is a party to certain management contracts. These contracts contain clauses requiring that $1,000,000 be paid to certain management personnel upon a change of control of the Company. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in these consolidated financial statements.

11. SUPPLEMENT CASH FLOWS

	For the three months ended	
	March 31, 2017	March 31, 2016
Reclassification of grant-date fair value on exercise of stock options from reserves to share capital	**$ 43,609**	$ -
Reclassification of grant-date fair value on exercise of stock warrants from reserves to share capital	**304,822**	-

(Expressed in Canadian Dollars)

12. SEGMENTED INFORMATION

The Company has one reportable segment, being the evaluation and exploration of mineral exploration properties in two geographic regions: Canada and Panama. The Company's long-lived assets and liabilities are as follows:

	Canada	Panama	Mexico	Total
As at March 31, 2017				
Reclamation deposits	$ -	$ 199,925	$ -	**$ 199,925**
Equipment	-	371,748	206	**371,954**
Exploration and evaluation assets	593,888	112,136,056	-	**112,729,944**
	$ 593,888	**$ 112,707,729**	**$ 206**	**$ 113,301,823**
As at December 31, 2016				
Reclamation deposits	$ -	$ 201,405	$ -	**$ 201,405**
Equipment	-	417,927	188	**418,115**
Exploration and evaluation assets	593,677	111,131,830	-	**111,725,507**
	$ 593,677	**$ 111,751,162**	**$ 188**	**$ 112,345,027**

13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the evaluation and exploration of its mineral exploration properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of share capital.

There were no changes to the Company policy for capital management during the three months ended March 31, 2017.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalents and short-term investments. In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company and its subsidiaries are not subject to any externally imposed capital requirements.

The Company's investment policy is to invest its excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks. By using this strategy, the Company preserves its cash resources and is able to marginally increase these resources through the yields on these investments. The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

The Company expects that its current capital resources will be sufficient to fund its present operational commitments and working capital needs for the coming twelve months.

(Expressed in Canadian Dollars)

14. FINANCIAL INSTRUMENTS

a) Fair value

The carrying values of sales taxes recoverable and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments.

		March 31, 2017		December 31, 2016
Financial assets:				
Fair value through profit and loss				
Cash	**$**	**22,220,983**	$	25,935,149
Loans and receivables				
Sales taxes recoverable		**422,655**		408,695
Held-to-maturity				
Term deposits		**-**		-
Fair value through other comprehensive income				
Investment in Pershimco Resources Inc.		**-**		-
#N/A		**-**		-
	$	**22,643,638**	$	26,343,844
Financial liabilities:				
Other financial liabilities				
Accounts payable and accrued liabilities	**$**	**1,565,921**	$	2,696,677

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

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 that are not based on observable market data.

As at March 31, 2017 and December 31, 2016, the financial instrument recorded at fair value on the statement of financial position is cash which is measured using Level 1 of the fair value hierarchy.

b) Financial risk management

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to financial instruments fails to meet its contractual obligations. The Company’s exposure to credit risk includes cash and sales taxes recoverable.

The Company’s cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investments in asset-backed commercial paper.

The Company’s maximum exposure to credit risk is the carrying value of its financial assets.

Management believes that the credit risk related to its cash and sales taxes recoverable is negligible.

14. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management (continued)

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company maintained sufficient cash at March 31, 2017 in the amount of $22,220,983 in order to meet short-term operating requirements (December 31, 2016 – $25,935,149). At March 31, 2017, the Company had accounts payable and accrued liabilities of $1,565,921 (December 31, 2016 – $2,696,677). All accounts payable and accrued liabilities are current.

Market risk

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

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents are held mainly in high yield saving accounts and term deposits and therefore there is currently minimal interest rate risk. Because of the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of March 31, 2017.

The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash. A 1% change in interest rates on cash and cash equivalents outstanding at December 31,2016 would result in approximately $ $220,000 change to the Company's net loss for the three months ended March 31 ,2017.

Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash, sales taxes recoverable, and accounts payable and accrued liabilities are held in Canadian Dollars ("CAD"), US Dollars ("USD") and Mexican Peso ("MXN"); therefore, USD and MXN accounts are subject to fluctuation against the Canadian dollar.

The Company had the following balances in foreign currency as at March 31, 2017:

	in Canadian dollars	in US dollars	in MXN
Cash	$ 9,970,721	$ 9,178,826	231,165
Sales taxes recoverable	418,354	3,227	-
Accounts payable and accrued liabilities	(305,563)	(829,274)	(2,179,532)
Total foreign currencies	**10,083,512**	**8,352,779**	**(1,948,367)**
Foreign currency rate	1.000	1.3328	0.0712
Equivalent to Canadian dollars	**$ 10,083,512**	**$ 11,132,834**	**$ (138,628)**

14. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management (continued)

Currency risk (continued)

Based on the above net exposures as at March 31, 2017, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD and MXN by 10% would increase/decrease profit or loss by approximately $1,100,000.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities. The Company is not exposed to significant other price risk.