



## **AURCANA CORPORATION**

### **Condensed Interim Consolidated Financial Statements**

**June 30, 2016**

Expressed in United States dollars unless otherwise stated

850-789 West Pender Street, Vancouver BC V6C 1H2 Canada

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*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 Company's interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated 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 interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Professional Accountants for a review of financial statements by an entity's auditor.

*"Kevin Drover"*  
**President and CEO**

*"Salvador Huerta"*  
**CFO**

**Aurcana Corporation**  
**Condensed Interim Consolidated Statements of Financial Position**  
**(Unaudited and expressed in United States dollars)**

	Notes	June 30 2016	December 31 2015
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	14	\$ 1,132,520	\$ 236,301
Trade and other receivables	3	562,073	42,687
Prepaid expenses and advances	4	44,077	71,313
Prepaid income tax		36,330	39,929
Assets held for sale	5	95,500	60,074,062
		<u>1,870,500</u>	<u>60,464,292</u>
<b>Non Current assets</b>			
Non-current prepaid expenses	4	20,212	19,509
Property, plant and equipment	6	6,865,376	6,866,181
Mineral Properties	7	9,500,000	9,500,000
Deferred tax asset		-	404,785
		<u>\$ 18,256,088</u>	<u>\$ 77,254,767</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	8	\$ 949,989	\$ 2,520,488
Current portion of borrowings	9, 18	-	40,223,056
Liabilities associated with assets held for sale	5	-	18,723,470
		<u>949,989</u>	<u>61,467,014</u>
<b>Non Current liabilities</b>			
Provision for environmental rehabilitation	10	479,838	479,838
		<u>1,429,827</u>	<u>61,946,852</u>
<b>Equity</b>			
	11		
Share capital		181,814,354	181,814,354
Contributed surplus		34,613,616	34,260,229
Accumulated other comprehensive income (loss)		2,600,925	2,338,478
Deficit		<u>(202,215,654)</u>	<u>(203,133,321)</u>
<b>Total equity attributable to equity holders of the parent</b>		<u>16,813,241</u>	<u>15,279,740</u>
<b>Non-controlling interest</b>		<u>13,020</u>	<u>28,175</u>
<b>Total equity</b>		<u>16,826,261</u>	<u>15,307,915</u>
		<u>\$ 18,256,088</u>	<u>\$ 77,254,767</u>

Nature of Operations and Going concern (Note 1)

Commitments and contingencies (Note 13)

Subsequent Events (Note 19)

See accompanying notes to these condensed interim consolidated financial statements.

**Aurcana Corporation**

**Condensed Interim Consolidated Statements of Comprehensive Income (Loss)**  
**(Expressed in United States dollars, unless otherwise stated)**

	Notes	Three months ended June 30,		six months ended June 30,	
		2016	2015	2016	2015
<b>Continuing Operations</b>					
<b>Revenues</b>					
<b>Management Fees</b>		\$ 120,000	\$ -	\$ 200,000	\$ -
<b>Other items</b>					
General and administrative costs	16	274,363	719,687	595,444	1,328,121
Financing expense and others	17	1,476	1,297,639	3,088	2,426,958
Stock-based compensation		-	-	353,387	4,026
Shafter mine care & maintenance costs		211,077	68,556	310,693	492,368
Foreign exchange (income) loss		65,050	105,364	(38,232)	1,780,975
Loan and offtake agreement restructure loss and related costs		-	20,120	-	20,120
Restructuring transaction cost		-	-	22,630	-
Change in fair value of derivatives		-	(47,332)	-	(62,102)
Severance payments		-	87,893	-	111,813
Loss on sale of equipment		-	-	-	9,898
Other expenses (income)		(30,403)	9,040	(31,096)	62,953
		<u>521,563</u>	<u>2,260,967</u>	<u>1,215,914</u>	<u>6,175,130</u>
<b>Income (loss) before income taxes</b>		<b>(401,563)</b>	<b>(2,260,967)</b>	<b>(1,015,914)</b>	<b>(6,175,130)</b>
Current Income tax expense		-	42,754	-	61,883
Deferred income tax expense		-	(1,104,522)	-	(1,104,522)
<b>Net income (loss) from continuing operations</b>		<b>\$ (401,563)</b>	<b>\$ (1,199,199)</b>	<b>\$ (1,015,914)</b>	<b>\$ (5,132,491)</b>
<b>Discontinued Operations</b>					
Income (loss) for the period from discontinued operation	18	(364,538)	-	1,918,426	(743,399)
<b>Net income (loss) for the period before other comprehensive items</b>		<b>\$ (766,101)</b>	<b>\$ (1,199,199)</b>	<b>\$ 902,512</b>	<b>\$ (5,875,890)</b>
<b>Items of other comprehensive income</b>					
Items of other comprehensive income that may be reclassified subsequently to net income (loss):					
Currency translation adjustment		71,159	18,798	262,447	1,344,868
<b>Comprehensive income (loss) for the period</b>		<b>\$ (694,942)</b>	<b>\$ (1,180,401)</b>	<b>\$ 1,164,959</b>	<b>\$ (4,531,022)</b>
<b>Total net Income (loss) attributable to:</b>					
Non-controlling interest		(35)	(2,303)	(15,155)	(5,248)
Equity holders of the Company		(766,066)	(12,416,376)	917,667	(5,870,642)
		<u>\$ (766,101)</u>	<u>\$ (12,418,679)</u>	<u>\$ 902,512</u>	<u>\$ (5,875,890)</u>
<b>Total comprehensive income (loss) attributable to:</b>					
Non-controlling interest		(35)	(2,303)	(15,155)	(5,248)
Equity holders of the Company		(694,907)	(1,178,098)	1,180,114	(4,525,774)
		<u>\$ (694,942)</u>	<u>\$ (1,180,401)</u>	<u>\$ 1,164,959</u>	<u>\$ (4,531,022)</u>
Weighted average number of shares – basic		84,644,973	84,644,973	84,644,973	74,511,589
Adjustment for:					
Share options		2,037,290	-	2,037,290	-
Weighted average number of shares – basic & diluted		86,682,263	84,644,973	86,682,263	84,644,973
<b>Loss per share</b>					
<b>From continuing and discontinued operations - basic &amp; diluted</b>					
		\$ (0.01)	\$ (0.15)	\$ 0.01	\$ (0.07)
<b>From continuing operations - basic &amp; diluted</b>		<b>\$ (0.01)</b>	<b>\$ (0.15)</b>	<b>\$ (0.01)</b>	<b>\$ (0.06)</b>

See accompanying notes to these condensed interim consolidated financial statements.

**Aurcana Corporation**  
**Condensed Interim Consolidated Statements of Changes in Equity**  
**(Expressed in United States dollars, unless otherwise stated)**

	Share Capital		Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Equity Attributable to Shareholders of the Company	Non-controlling Interest	Total Equity
	#	\$						
<b>Balance, December 31, 2014</b>	84,644,973	181,814,354	34,256,203	(471,711)	(179,368,164)	36,230,682	36,461	36,267,143
Currency translation adjustment	-	-	-	1,326,070	-	1,326,070	-	1,326,070
Net loss for the period	-	-	-	-	(4,098,648)	(4,098,648)	(2,945)	(4,101,593)
Stock-based compensation	-	-	4,026	-	-	4,026	-	4,026
<b>Balance, June 30, 2015</b>	84,644,973	181,814,354	34,260,229	854,359	(183,466,812)	33,462,130	33,516	33,495,646
Currency translation adjustment	-	-	-	1,484,119	-	1,484,119	-	1,484,119
Net loss for the period	-	-	-	-	(19,666,509)	(19,666,509)	(5,341)	(19,671,850)
Stock-based compensation	-	-	-	-	-	-	-	-
<b>Balance, December 31, 2015</b>	169,289,946	181,814,354	34,260,229	2,338,478	(203,133,321)	15,279,740	28,175	15,307,915
Currency translation adjustment	-	-	-	262,447	-	262,447	-	262,447
Net income for the period	-	-	-	-	917,667	917,667	(15,155)	902,512
Stock-based compensation	-	-	353,387	-	-	353,387	-	353,387
<b>Balance, June 30, 2016</b>	169,289,946	\$ 181,814,354	\$ 34,613,616	\$ 2,600,925	\$ (202,215,654)	\$ 16,813,241	\$ 13,020	\$ 16,826,261

See accompanying notes to these condensed interim consolidated financial statements.

**Aurcana Corporation**  
**Condensed Interim Consolidated Statements of Cash Flows**  
**(Expressed in United States dollars, unless otherwise stated)**

	six months ended June 30, 2016	2015
<b>Cash flows from operating activities</b>		
<b>Net income (loss) for the Period</b>	\$ 902,512	\$ (5,875,890)
Items not involving cash:		
Income (loss) for the period from discontinued operation	(1,878,179)	-
Depreciation, depletion and amortization	805	2,575,458
Financing expense and other	-	2,360,446
Loss on sale of equipment	-	9,898
Amortization of prepaid leasing costs	-	145,649
Stock-based compensation	353,387	4,026
Unrealized foreign exchange loss	(37,444)	1,985,660
Change in fair value of derivatives	-	(62,102)
Deferred Income tax	-	(1,104,522)
<b>Operating cash flow before changes in working capital</b>	<u>(658,919)</u>	<u>38,623</u>
Net changes to non-cash working capital balances		
Trade and other receivables	(519,386)	1,902,755
Inventories	-	111,215
Prepaid expenses and advances	26,533	(31,282)
Accounts payable and accrued liabilities	(1,187,764)	40,425
<b>Cash provided by (used in) operating activities</b>	<u>(2,339,536)</u>	<u>2,061,736</u>
<b>Cash flows from investing activities</b>		
Proceeds from the sale of equipment	3,315,000	11,547
Purchase of property, plant and equipment	(80,261)	(1,945,588)
<b>Cash provided by (used in) investing activities</b>	<u>3,234,739</u>	<u>(1,934,041)</u>
<b>Cash flows from financing activities</b>		
Financing cost and interest	3,088	(1,177,849)
Payments on capital equipment contracts	-	(251,567)
<b>Cash provided by (used in) financing activities</b>	<u>3,088</u>	<u>(1,429,416)</u>
Decrease in cash and cash equivalents	898,291	(1,301,721)
Effect of exchange rate changes on cash	(2,072)	(12,824)
Cash and cash equivalents, beginning of the period	236,301	1,606,762
<b>Cash and cash equivalents, end of the period</b>	<u>\$ 1,132,520</u>	<u>\$ 292,217</u>

Supplemental Cash Flow information (Note 14)

*See accompanying notes to these condensed interim consolidated financial statements.*

## AURCANA CORPORATION

### Notes to the Condensed Interim Consolidated Financial Statements (Expressed in United States dollars, unless otherwise stated)

#### 1. Nature of Operations and going concern

Aurcana Corporation (the “Company” or “Aurcana”) was originally incorporated in Canada under the laws of Ontario in 1917 and on September 14, 1998 was continued under the *Canada Business Corporations Act* (“CBCA”). The Company is currently engaged in the exploration, development and operation of natural resource properties. The Company’s principal development property is the Shafter silver property (“Shafter”), located in Presidio County, southwest Texas through the Company’s 100% owned US subsidiary, Silver Assets Inc, which is currently on “care and maintenance”. Prior to the Restructuring Agreement referenced below, the Company was also engaged in the production and sale of silver, copper, lead, and zinc concentrates at the La Negra Mine located in Queretaro State, Mexico

The Company’s shares are listed on the TSX Venture Exchange and the head office, principal address, and registered office is located at Suite 850-789 West Pender Street, Vancouver, B.C., V6C 1H2, Canada.

These condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments and realize its assets and discharge its liabilities in the normal course of business. Several adverse conditions and material uncertainties, including low metal prices, cast significant doubt upon the going concern assumption. The Company had cash and cash equivalents of \$1.1 million, a consolidated working capital of \$0.9 million, consolidated deficit of \$202.2 million and net income of \$0.9 million as at and for the six months ended June 30, 2016.

During the last quarter of 2015, the Company entered into a support agreement and an arrangement agreement to effect in the restructuring transaction (the “Restructuring Transaction”) under which all of the debt obligations were extinguished in exchange for the Company’s interest in the Mexican subsidiary that owns the La Negra mine. The Restructuring Transaction was implemented on January 7, 2016.

#### 2. Basis of Preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) on the historical cost basis except for financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

These financial statements were approved for issue by the Board of Directors on August 16, 2016.

#### 3. Trade and Other Receivables

	<b>June 30</b>	December 31
	<b>2016</b>	2015
	<u>                    </u>	<u>                    </u>
Equipment sales receivable	<b>140,000</b>	-
Other receivables	<b>422,073</b>	42,687
	<b>\$ 562,073</b>	<b>\$ 42,687</b>

**AURCANA CORPORATION**

**Notes to the Condensed Interim Consolidated Financial Statements**

**(Expressed in United States dollars, unless otherwise stated)**

**4. Prepaid expenses and advances**

	<b>June 30</b>	December 31
	<b>2016</b>	2015
Prepaid expenses	\$ 36,754	\$ 29,823
Other	<b>7,323</b>	41,490
Current portion	<b>44,077</b>	71,313
Non-current portion	<b>20,212</b>	19,509
	<b>\$ 64,289</b>	<b>\$ 90,822</b>

**5. Assets held for sale**

	<b>June 30</b>	December 31
	<b>2016</b>	2015
Assets held for sale Shafter	\$ 95,500	\$ 3,410,500
Assets held for sale La Negra	-	56,663,562
	<b>\$ 95,500</b>	<b>\$ 60,074,062</b>
Liabilities associated with assets held for sale	<b>\$ -</b>	<b>\$ 18,723,470</b>

Assets held for sale Shafter:

	<b>June 30</b>	December 31
	<b>2016</b>	2015
Underground support Equipment	\$ -	\$ 224,572
Plant Equipment	<b>95,500</b>	3,185,928
	<b>\$ 95,500</b>	<b>\$ 3,410,500</b>



**AURCANA CORPORATION**
**Notes to the Condensed Interim Consolidated Financial Statements**
**(Expressed in United States dollars, unless otherwise stated)**
**6. Property, Plant and Equipment**

	Buildings	Plant and Equipment	Mine Development Cost	Vehicles	Computer Equipment	Other	Assets Under Construction	Total
Balance at December 31, 2014	\$ 3,061,086	\$ 39,767,103	\$ 32,812,888	\$ 661,155	\$ 534,105	\$ 846,523	\$ 1,049,308	\$ 78,732,168
Additions	15,604	4,118,585	1,672,461	-	-	-	282,209	6,088,859
Reclassification	535,003	-	-	-	-	-	(535,003)	-
Reclassification to assets held for sale Shafter (Note 5)	-	(3,410,500)	-	-	-	-	-	(3,410,500)
Reclassification to assets held for sale La Negra (Note 5)	(2,736,693)	(38,012,539)	(30,985,349)	(601,630)	(441,357)	(308,104)	(796,514)	(73,882,186)
Disposals	-	-	-	(42,581)	(4,050)	-	-	(46,631)
Balance at December 31, 2015	875,000	2,462,649	3,500,000	16,944	88,698	538,419	-	7,481,710
Additions	-	-	-	-	-	-	-	-
Reclassification	-	21,235	-	-	-	(21,235)	-	-
Discontinued operations <sup>(1)</sup>	-	-	-	-	-	(479,838)	-	(479,838)
Balance at June 30, 2016	\$ 875,000	\$ 2,483,884	\$ 3,500,000	\$ 16,944	\$ 88,698	\$ 37,346	\$ -	\$ 7,001,872
Accumulated depreciation								
Balance at December 31, 2014	\$ 305,559	\$ 14,078,492	\$ 648,369	\$ 513,704	\$ 489,531	\$ 608,783	\$ -	\$ 16,644,438
Reclassification to assets held for sale La Negra (Note 5)	(561,419)	(20,521,454)	(1,611,595)	(514,789)	(412,302)	(125,908)	-	(23,747,467)
Charge for the year	255,860	4,989,446	168,386	55,020	14,055	27,012	-	5,509,779
Write-down of property, plant and equipment	-	1,453,516	794,840	-	-	-	-	2,248,356
Disposals	-	-	-	(36,991)	(2,586)	-	-	(39,577)
Balance at December 31, 2015	-	-	-	16,944	88,698	509,887	-	615,529
Charge for the period	-	-	-	-	-	805	-	805
Discontinued operations	-	-	-	-	-	(479,838)	-	(479,838)
Balance at June 30, 2016	\$ -	\$ -	\$ -	\$ 16,944	\$ 88,698	\$ 30,854	\$ -	\$ 136,496
Net book value								
Balance at December 31, 2014	\$ 2,755,527	\$ 25,688,611	\$ 32,164,519	\$ 147,451	\$ 44,574	\$ 237,740	\$ 1,049,308	\$ 62,087,730
Balance at December 31, 2015	\$ 875,000	\$ 2,462,649	\$ 3,500,000	\$ -	\$ -	\$ 28,532	\$ -	\$ 6,866,181
Balance at June 30, 2016	\$ 875,000	\$ 2,483,884	\$ 3,500,000	\$ -	\$ -	\$ 6,492	\$ -	\$ 6,865,376

Note: Mining and plant equipment, which are not in production, are not subject to amortization.

**AURCANA CORPORATION**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States dollars, unless otherwise stated)**

**7. Mineral Properties**

	<u>Shafter, Texas, USA, in Care &amp; Maintenance</u>
<b>Cost</b>	
<b>Balance at December 31, 2014</b>	15,500,000
Expenditures	-
Transfer to assets held for sale	-
<b>Balance at December 31, 2015</b>	<u>\$ 15,500,000</u>
Expenditures	-
<b>Balance at June 30, 2016</b>	<u>\$ 15,500,000</u>
<b>Accumulated depletion</b>	
<b>Balance at December 31, 2014</b>	<u>1,500,000</u>
Charge for the year	-
Impairment of mining interests	4,500,000
Transfer to assets held for sale	-
<b>Balance at December 31, 2015</b>	<u>\$ 6,000,000</u>
Charge for the period	-
<b>Balance at June 30, 2016</b>	<u>\$ 6,000,000</u>
<b>Balance at December 31, 2014</b>	<u>\$ 14,000,000</u>
<b>Balance at December 31, 2015</b>	<u>\$ 9,500,000</u>
<b>Balance at June 30, 2016</b>	<u>\$ 9,500,000</u>

Mineral properties subject to depreciation on the basis of unit of production method will not have depreciation when there is no production.

**AURCANA CORPORATION**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States dollars, unless otherwise stated)**

**8. Accounts Payable and Accrued Liabilities**

	<b>June 30</b>	December 31
	<b>2016</b>	2015
Property taxes	\$ 401,000	\$ 659,406
Salaries, payroll deductions and employee benefits	-	31,509
Employees' statutory profit sharing	-	1,570
Mine suppliers - operating	1,956	19,625
Mine suppliers - capital	-	80,261
Value added tax	331,399	-
Restructuring Transaction	-	542,941
Other	215,634	1,185,176
	<u>\$ 949,989</u>	<u>\$ 2,520,488</u>

**9. Borrowings**

On September 19, 2013, the Company executed definitive agreements with MF2 Investment Holding Company (Cayman) Limited, an affiliate of Orion Mine Finance Group (hereinafter referred to together with its affiliates as "Orion"), for a loan in the principal amount of US\$50,000,000 ("Original Loan") and a related off-take agreement in respect of Shafter ("Original Off-take"), described further below. The Company paid certain transaction fees and costs in the amount of \$1,075,000 in establishing the loan facility, including \$825,000 paid to Orion and \$250,000 paid to third parties.

The loan was advanced on September 19, 2013 and the term of loan was 39 months, with no principal payable until January 31, 2014. Early repayment of the loan could occur at any time without penalty. Interest payable was set at 3 month LIBOR (subject to a 1% minimum) plus 5.5%.

The Company agreed to sell silver and gold produced from Shafter to Orion under the Original Off-take at the prices selected by Orion as either spot price at the delivery date or an average spot price during the first, second, or third week after the delivery date, for either a 6 year period, or until Aurcana has sold a minimum of 27 million Oz of silver, whichever was later, subject to an early buy-out provision.

On April 29, 2014, Aurcana entered into an agreement to amend the terms of its \$50,000,000 Original Loan pursuant to an amended and restated credit facility agreement (the "Amended Loan") between the Company and Orion. The principal amount under the Amended Loan was reduced to \$40,000,000. In an aggregate debt settlement of \$10,333,333, Aurcana issued 16,499,501 common shares of the Company to Orion at an issue price of \$0.62 or C\$0.69 per share, in consideration for reducing the principal amount outstanding under the Original Loan and terminating the Original Offtake agreement in respect of Shafter. The Amended Loan was to be repaid in 48 equal monthly installments commencing May 31, 2014. Early prepayment could occur at any time without charges. Interest on the Amended Loan continued to accrue at a rate equal to LIBOR (subject to a minimum of 1%) plus 5.5% per annum. The Amended Loan was guaranteed by Aurcana's subsidiaries and was also secured against the Company and its subsidiaries' assets.

**AURCANA CORPORATION**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States dollars, unless otherwise stated)**

**9. Borrowings (continued)**

Concurrent with the execution of the Amended Loan, Aurcana entered into offtake agreements (“New Offtakes”) with Orion in respect of 100% of the copper, zinc, and lead concentrates produced at its La Negra mine for the period from January 1, 2017 to December 31, 2020 (concentrates also have silver content). The Company agreed to sell the concentrates to Orion under the New Offtakes at the prices selected by Orion as an average day spot price for any one of the 10 days following the delivery.

**Loan Restructure**

The amendment of the Original Loan agreement, termination of the Original Offtake agreement and the New Offtake agreements signed were accounted for as an extinguishment of the Original Loan, Original Offtake and related derivative liabilities. The Original Loan was a hybrid instrument, containing a debt host component and two embedded derivatives – prepayment and interest floor options that require separation as derivatives and that were recorded at fair value. The Original Offtake agreement contained a written price option derivative that was carried at fair value.

Immediately before the restructure of the Original Loan, the carrying value of the Original Loan debt host was \$35.3 million, and the fair value of the Original Offtake derivative and the Original Loan prepayment and interest rate floor derivatives was \$12.7 million. Fair value of the Amended Loan debt host as the date of the restructure was \$35.5 million and the fair value of the New Offtakes and Amended Loan derivative liabilities was \$3.9 million. The Company also issued shares with an aggregate fair value of \$10.3 million in consideration for the settlement of the Original Loan and termination of the Original Offtake agreement.

As a result of the 2014 loan restructure, the Company recognized the following costs:

Loss on loan restructure	\$ 1,875,112
Legal fees	938,529
	<u>\$ 2,813,641</u>

**Loan Modification**

In order to improve Aurcana’s liquidity in the short term, in July 2014, Orion agreed to defer principal and interest payments on the Amended Loan for July 31st, August 31st, and September 30th, 2014 amounting to approximately \$3.1 million. This amount was amortized over the remainder of the loan period commencing October 2014. In return, the Company extended the New Offtakes by one year, to December 31, 2021. This amendment was accounted for as a modification of the Amended Loan with the resulting changes in the value of the expected cash flows applied to the carrying balance of the loan.

**AURCANA CORPORATION**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States dollars, unless otherwise stated)**

**9. Borrowings (continued)**

**Debt host and embedded derivatives**

The New Offtake derivative is a written option and is carried at fair value through profit and loss (“FVTPL”). The Amended Orion loan is a hybrid instrument, containing a debt host component and two embedded derivatives – a prepayment and interest floor options that require separation as derivatives. These features were recorded at fair value at origination.

The debt host component is classified as other financial liability and is measured at amortized cost using the effective interest rate method and the embedded derivatives are classified as FVTPL and all changes in fair value are recorded in profit or loss. The difference between the debt host component and the principal amount of the loan outstanding is accreted to profit or loss over the expected life of the loan. Accretion of \$3.6 million has been recognized for the year ended December 31, 2015 (2014 - \$3.9 million).

**Loan Extinguishment**

Orion permitted the Company to make interest only payments and defer until August 2015, payments on the principal amount owed from January to July 2015 under the Amended Loan. The Company was unable to meet its payment obligations to Orion for the months of August and September 2015, resulting in a breach of the terms of the Amended Loan.

During the last quarter of 2015, the Company entered into a support agreement and an arrangement agreement with Orion to implement a restructuring transaction (the “Restructuring Transaction”) under which all of the debt obligations due and in default under the Amended Loan would be extinguished in exchange for the Company’s interest in its Mexican subsidiary that owns the La Negra mine. The Restructuring Transaction was implemented on January 7, 2016 (note 5).

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**10. Provision for Environmental Rehabilitation**

The Company has accrued an estimated liability related to reclamation and closure costs at Shafter based on the anticipated total future remediation cost in the amount of \$479,838 (December 31, 2015 - \$479,838). Due to the uncertainty of when the reclamation will take place, the Company did not apply any discount rate or inflation rate (December 31, 2015 – nil %).

The environmental remediation liability is subject to revision based on future mine resource realization, and other factors which affect the costs incurred at future dates such as inflation and discount rates.

The provision for environmental rehabilitation is as follows:

	<b>June 30 2016</b>	December 31 2015
Environmental rehabilitation, beginning of the year	<b>\$ 479,838</b>	\$ 1,946,338
Change in estimates	-	(233,007)
Accretion	-	98,184
Transfer to Liabilities associated with assets held for sale (note 5)	-	(1,331,677)
Environmental rehabilitation, end of the period	<b>\$ 479,838</b>	<b>\$ 479,838</b>

**11. Equity**

*Authorized* - An unlimited number of common shares with no par value.

Share issuance details:

	Number of Common Shares	Amount
<b>Balance, December 31, 2013</b>	58,412,564	\$ 168,678,333
Debt restructuring	16,499,501	10,333,333
Private placement	9,732,908	3,525,944
Share Issue Costs	-	(723,256)
<b>Balance, December 31, 2014, 2015 and June 30, 2016</b>	<b>84,644,973</b>	<b>181,814,354</b>

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**11. Equity (continued)**

On June 20, 2014 the Company issued an aggregate of 9,200,000 units (each a "Unit") of the Company at a purchase price of Cdn\$0.55 per Unit for gross proceeds to the Company of Cdn\$5,060,000 (the "Offering"). Each Unit consists of one common share of the Company and one common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase an additional common share of the Company at an exercise price of Cdn\$0.80 per Warrant for a period of 36 months from the closing of the Offering. The Company paid to the underwriter in respect of the Offering (the "Underwriter") a commission of 6% of the gross proceeds of the Offering, which was paid by the issuance of an aggregate of 532,908 Units. In addition, the Company issued to the Underwriter a compensation warrant which entitles the Underwriter to purchase up to 532,908 common shares of the Company (equal to 6% of the number of Units sold under the Offering), exercisable at an exercise price of C\$0.55 for a period of 24 months from the closing of the Offering. See below for fair value assumptions.

Stock options

On August 25, 2014 the TSX Venture Exchange approved an amendment to the Company's Stock Option Plan (the "Plan"), which is a fixed plan, to increase the maximum number of shares reserved for issuance to directors, officers, employees and consultants of the Company under the Plan to 8,379,852 common shares. The exercise price, term and vesting period of each option are determined by the board of directors within regulatory guidelines and the terms of the Plan. The maximum number of common shares reserved for issuance remains less than 10% of the total issued and outstanding common shares of the Company.

<u>Stock options</u>	Number of Common Share Purchase Options	Weighted Average Exercise Price per Share (\$CDN)
<b>Balance, December 31, 2014</b>	2,415,625	6.23
Expired	(1,031,250)	6.22
<b>Balance, June 30, 2015 and December 31, 2015</b>	1,384,375	6.24
Granted	4,950,000	0.17
Expired	(493,750)	6.55
Forfeited	(734,375)	5.80
<b>Balance, June 30, 2016</b>	5,106,250	0.39

Outstanding	Vested	Exercise Price (\$CDN)	Expiry Date
87,500	87,500	\$ 8.16	June 11, 2017
68,750	68,750	\$ 6.32	February 28, 2018
4,950,000	4,950,000	\$ 0.17	March 2, 2021
5,106,250	5,106,250	\$ 0.39	

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**11. Equity (continued)**

Stock based compensation

For the period ended June 30,2016 the stock-based compensation expense was \$353,387 (2015: \$4,026). Fair value of stock options granted as above is calculated using the following weighted average assumptions

	<b>June 30 2016</b>	December 31 2015
Risk-free interest rate	0.70%	-
Expected stock price volatility	92.35%	-
Expected dividend yield	n/a	-
Expected option life in years	4.7	-

Warrants

Common Share Purchase Warrants	Number of Common Share Warrants
<b>Balance, December 31, 2014</b>	10,559,566
Expired	<u>(293,750)</u>
<b>Balance, June 30, 2015 and December 31, 2015</b>	10,265,816
Expired	<u>(532,908)</u>
<b>Balance, June 30, 2016</b>	<u><u>9,732,908</u></u>

As of June 30,2016 details of outstanding common shares purchase warrants are as follows:

Number of Common Share Purchase Warrants	Exercise Price (CDN)	Expiry Date
9,732,908	\$0.80	June 20, 2017



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**12. Related Party Transactions**

Except as noted elsewhere in these consolidated financial statements, the Company conducted the following related party transactions:

a) Trading transactions

The Company's related parties consist of companies owned by executive officers and directors and payments to these parties are as follows:

	Note	June 30 2016	June 30 2015
Technical and consulting fees	(i)	\$ 22,073	\$ 19,329

i) To a company controlled by a director of the Company.

b) Compensation of key management personnel

	June 30 2016	June 30 2015
Consulting fees (as above)	\$ 22,073	\$ 19,329
Directors' fees	22,224	106,056
Officer salaries	225,615	242,876
Stock-based compensation	353,387	4,026
	<u>\$ 623,299</u>	<u>\$ 372,287</u>

c) As a result of the 2014 Orion loan amendment, the Company issued shares to Orion resulting in it becoming a significant shareholder and related party to the Company. Transactions with Orion:

	June 30 2016	June 30 2015
Repayment of loan principal (Note 18)	\$ 40,223,056	\$ -
Additional advance for loan facility	-	-
Payment of interest	-	1,177,849
Accrued interest	-	-
	<u>\$ 40,223,056</u>	<u>\$ 1,177,849</u>

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**13. Commitments and contingencies**

**Head office lease**

Effective May 1, 2014, the Company executed a lease agreement for new office space for a period of 48 months, expiring on April 30, 2018. The minimum monthly payment is \$9,178. Subsequent the year end, in April, 2016 the Company subleased such premises for \$7,489 per month and moved to a new location. The new head office has a monthly lease cost of \$3,571 for a period of 36 months, expiring March 31, 2019.

**Property Taxes**

Included in accounts payable is \$0.4 million in property taxes owed on the Shafter property for 2013, 2014 and accrual for 2016. During the quarter ended September 30, 2015, the Company and state officials agreed on a payment plan to settle the outstanding 2013 and 2014 balances through 24 equal monthly payments of \$28,000 commencing July 30, 2015.

**Class action**

In February 2015, the Company entered into an agreement (the "Settlement Agreement") to settle the class action litigation commenced by Nunzio Cardillo and John Witoluk in the Ontario Superior Court of Justice (the "Action") against the Company and two former executives of the Company (the "Settlement"). The Settlement provides for the full and final settlement, release and dismissal of all claims brought under the Action. The Settlement was subject to a number of customary conditions, including the receipt of court approval of the Settlement, which approval was received on April 10, 2015.

Under the terms of the Settlement, the Company agreed to pay an aggregate of CDN\$4,000,000 (the "Settlement Amount"), which amount, net of legal fees and other costs, will be divided among members of the plaintiff class on a pro rata basis. The Settlement Amount was fully funded by insurance maintained by the Company.

The Company elected to enter into the Settlement in order to avoid the expense, burden and inconvenience associated with the continuance of the Action. The Settlement does not constitute an admission by the Company of any violation of law or other wrongdoing.

**A schedule of commitments due by period is as follows (\$000s):**

	Commitments due by year (000's)				
	Total	2016	2017	2018	2019
	\$	\$	\$	\$	\$
Rent	\$ 127	\$ 27	\$ 46	\$ 46	\$ 8

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**13. Commitments and contingencies (continued)**

**Claims to the Company**

A pipeline development has been proposed by Trans-Pecos Pipeline, LLC (“Trans Pecos”) that will transport natural gas between the Permian Basin and Presidio, Texas for delivery to customers in Chihuahua, Mexico. The proposed route of the pipeline passes through the Shafter property. As currently surveyed, the proposed route is not expected to materially impact upon any possible resumption of mining activities in the near-term, but its longer-term impact on mining and exploration is uncertain. The Company had been in discussions with representatives of Trans Pecos concerning safety, the near and long-term impacts of a pipeline on the Company and Shafter, and the route of the pipeline easement itself. On March 30 2016 the Company was made aware that Trans Pecos has launched a suit against RGMC in order to acquire the proposed right-of-way through eminent domain. The Company is surprised that Trans Pecos has chosen eminent domain instead of concluding the advanced negotiations between the parties. The Company has engaged legal advice in order to defend its rights to fair compensation and indemnification against any future cost or loss caused by the proximity of the proposed pipeline to the Company’s Shafter operations.

**14. Supplemental Cash Flow Information**

Cash and cash equivalents of the Company are comprised of bank balances and short-term investments, which are convertible to cash, with an initial term of 90 days or less as follows:

	<b>June 30</b>	December 31
	<b>2016</b>	2015
	<u>                    </u>	<u>                    </u>
Cash	\$ 1,132,472	\$ 236,239
Short-term investments	48	62
	<u>\$ 1,132,520</u>	<u>\$ 236,301</u>
Cash and bank balances included in a disposal group held for sale	-	53,579
	<u>\$ 1,132,520</u>	<u>\$ 289,880</u>

Supplemental disclosures of cash flow information for the year ended:

	<b>June 30</b>	December 31
	<b>2016</b>	2014
	<u>                    </u>	<u>                    </u>
Cash interest paid	\$ -	\$ 1,374,157
Amounts receivable from equipment sold	<u>140,000</u>	<u>-</u>

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**14. Supplemental cash flow information (continued)**

The short-term investments were made on an overnight basis and at rates from 0.2% to 1.1% per annum.

Non-cash investing and financing activities are as follows:

	<u>2016</u>	<u>2015</u>
Decrease in accounts payable related to construction in progress and equipment suppliers	\$ (80,261)	\$ (838,849)

**15. Segmented Information**

The reportable operating segments have been identified as the Shafter Project, Corporate and other segments and the discontinued operations of the La Negra mine. The Company manages its business, including the allocation of resources and assessment of performance, on a project by project basis, except where the Company's projects are substantially connected and share resources and administrative functions.

Subsequent to Q1 2017 the Company will no longer report segmented information for discontinued operations.

<u>June 30, 2016</u>	Shafter	Corporate and other segments	Total Continuing Operations	La Negra (Discontinued Operations)	Total
Sales & Consulting fees to external customers	\$ -	\$ 200,000	\$ 200,000	\$ -	\$ 200,000
Shafter mine Care & Maintenance cost	310,693	-	310,693	-	310,693
G&A expenses and other expense	993	904,228	905,221	-	905,221
Loss before income taxes	(311,686)	(704,228)	(1,015,914)	-	(1,015,914)
Income tax expense	-	-	-	-	-
Income for the period from discontinued operation	-	1,918,426	1,918,426	-	1,918,426
Net income (loss) for the period	(311,686)	1,214,198	902,512	-	902,512
Intersegment charges	-	-	-	-	-
Property, plant and equipment	6,858,884	6,492	6,865,376	-	6,865,376
Mineral properties	9,500,000	(9,500,000)	-	-	-
Total capital assets	16,358,884	(9,493,508)	6,865,376	-	6,865,376
Total assets	16,476,480	1,779,608	18,256,088	-	18,256,088
Total liabilities	899,636	530,191	1,429,827	-	1,429,827

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**15. Segmented Information (continued)**

June 30, 2015	Shafter	Corporate and other segments	Total Continuing Operations	La Negra (Discontinued Operations)	Total
Sales to external customers	\$ -	\$ -	\$ -	\$ 15,397,811	\$ 15,397,811
Mining operating expenses	-	-	-	12,741,729	12,741,729
Royalties	-	-	-	-	-
Freight and delivery	-	-	-	826,444	826,444
Depreciation and amortization	-	-	-	2,449,310	2,449,310
Depletion of mineral properties	-	-	-	123,727	123,727
Loss from mine operations	-	-	-	(743,399)	(743,399)
Impairment of PP&E and mining interests	-	-	-	-	-
Shafter mine Care & Maintenance cost	492,368	-	492,368	-	492,368
G&A expenses and other (income) expense	163,696	5,368,310	5,532,006	150,756	5,682,762
Loss before income taxes	(656,064)	(5,368,310)	(6,024,374)	(150,756)	(6,175,130)
Income tax expense	1,321	60,562	61,883	(1,104,522)	(1,042,639)
Net loss for the period	(657,385)	(5,428,872)	(6,086,257)	953,766	(5,132,491)
Intersegment charges (recovery)	-	(2,298,004)	(2,298,004)	2,298,004	-
Property, plant and equipment	11,629,721	29,833	11,659,554	49,376,364	61,035,918
Mineral properties	14,000,000	-	14,000,000	3,205,449	17,205,449
Total capital assets	25,629,721	29,833	25,659,554	52,581,813	78,241,367
Total assets	25,931,035	2,830,040	28,761,075	59,720,293	88,481,368
Total liabilities	1,338,483	36,256,335	37,594,818	19,146,403	56,741,221

**16. General and administrative costs**

	Three months ended June 30,		six months ended June 30,	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Salaries and consulting fees	\$ 151,007	\$ 398,520	\$ 371,389	\$ 748,695
Professional fees	60,662	93,430	77,180	177,569
Investor relations	12,513	30,613	19,607	55,968
Marketing	3,731	6,272	4,693	14,181
Listing and filing fees	7,176	25,285	7,297	34,313
Other	39,274	165,567	115,278	297,395
	<b>\$ 274,363</b>	<b>\$ 719,687</b>	<b>\$ 595,444</b>	<b>\$ 1,328,121</b>

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**17. Financing expense and other**

	Three months ended June 30,		six months ended June 30,	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Accretion of provision for environmental rehabilitation	\$ -	\$ 25,804	\$ -	\$ 50,538
Accretion of Orion loan	-	514,364	-	1,012,059
Financing expense and bank charges	<u>1,476</u>	<u>757,471</u>	<u>3,088</u>	<u>1,364,361</u>
	<u>\$ 1,476</u>	<u>\$ 1,297,639</u>	<u>\$ 3,088</u>	<u>\$ 2,426,958</u>

**18. Restructuring transaction - discontinued operations**

On January 7, 2016, the Company completed the Restructuring Transaction under which all of the Company's debt obligations to Orion, as lender under the Amended Loan (Note 9), were extinguished pursuant to proceedings under the *Canada Business Corporations Act* (the "CBCA Proceedings") commenced and announced by the Company on October 30, 2015.

The Restructuring Transaction had the following key elements:

- a) All of the debt obligations due and in default under the Facility were exchanged for the Company's interests in the La Negra mine, resulting in the elimination of \$40.2 million of principal amount of secured debt (Note 9);
- b) A newly incorporated affiliate of the Lender ("Newco") purchased certain non-core equipment from the Company's Shafter property for a total purchase price of \$3.5 million; on December 2015, Orion advanced \$185,000, and on January 7, 2016 a second payment was received in the amount of \$2,175,000.
- c) Newco will pay the Company US\$40,000 per month for a total period of 12 months for certain consulting services to be provided to Newco by specified officers of the Company in connection with the operation of the La Negra mine; and

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**18. Restructuring transaction - discontinued operations (continued)**

The Company will retain all of its other assets, including the Shafter mine, with no dilution to shareholders.

	<b>six months ended June 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>Discontinuing Operations</b>		
<b>Orion transaction</b>		
Borrowings (Orion loan)	<b>\$ 40,223,056</b>	\$ -
Net value of Assests held for sale La Negra	<b>37,940,092</b>	-
Loss from mining operations	-	743,399
<b>income from discontinued operations</b>	<b>\$ 2,282,964</b>	<b>\$ (743,399)</b>
Assets held for sale La Negra sold	<b>\$ 56,663,562</b>	\$ -
Liabilities associated with assets held for sale	<b>18,723,470</b>	-
Net value of Assests held for sale La Negra	<b>\$ 37,940,092</b>	\$ -

**19. Subsequent events**

Silver Assets, Inc. ("SAI") a subsidiary of Aurcana Corporation, entered into a term assignment agreement (the "Assignment") with a privately-owned, Texas-based oil and gas firm (the "Assignee") in July 2016. Under the Assignment, three contiguous oil and gas leases (the "Leases") have been assigned by SAI to the Assignee for a three-year term, plus any further period during which oil or gas production takes place on the Leases. SAI has retained a Net Revenue Interest Royalty in respect of the Leases that may provide up to 25% of the net revenues therefrom. In consideration of the Assignment, the Assignee made a cash payment of US\$374,469.41 to SAI. The Leases total 564 "mineral acres" and are located approximately 200 miles northeast of the Company's Shafter project, in the Permian Basin of West Texas, near Midland.