

**TRI-RIVER VENTURES INC.**  
**Consolidated Financial Statements**  
**Year Ended December 31, 2013**

**Expressed in Canadian Dollars**



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Tri-River Ventures Inc.:

We have audited the accompanying consolidated financial statements of Tri-River Ventures Inc., which comprise the consolidated statements of financial position as at December 31, 2013 and 2012, and the consolidated statements of comprehensive income (loss), changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence that we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Tri-River Ventures Inc. as at December 31, 2013 and 2012, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

A handwritten signature in black ink, appearing to read 'DMCL'.

DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED ACCOUNTANTS

Vancouver, Canada  
April 30, 2014

TRI-RIVER VENTURES INC.  
Consolidated statements of financial position  
(Expressed in Canadian dollars)

	Notes	December 31, 2013	December 31, 2012
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	\$ 1,270,090	\$ 1,284,779
Sales tax receivable		32,713	20,970
Receivable	6	-	379,278
Prepays		213	194
		1,303,016	1,685,221
<b>Non-current assets</b>			
Advance	2, 6	5,271,018	4,791,031
Equipment	5	6,542	10,060
Exploration and evaluation assets	6	2,061,300	2,904,705
		7,338,860	7,705,796
<b>TOTAL ASSETS</b>		<b>\$ 8,641,876</b>	<b>\$ 9,391,017</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accrued liabilities		\$ 19,059	\$ 26,011
Due to related parties	8	47,448	2,522
<b>TOTAL LIABILITIES</b>		<b>66,507</b>	<b>28,533</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	7	15,710,584	15,710,584
Share-based payment reserve	7	164,339	164,339
Deficit		(7,194,142)	(6,459,696)
		8,680,781	9,415,227
Non-controlling interest	12	(105,412)	(52,743)
<b>TOTAL EQUITY</b>		<b>8,575,369</b>	<b>9,362,484</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 8,641,876</b>	<b>\$ 9,391,017</b>

Nature of Business and Continuance of Operations (Note 1)

TRI-RIVER VENTURES INC.  
Consolidated statements of comprehensive income (loss)  
(Expressed in Canadian dollars)

	Notes	Years ended	
		December 31, 2013	December 31, 2012
<b>Expenses</b>			
Amortization	5	\$ 3,518	\$ 4,714
Consulting	8	29,865	22,770
Foreign exchange gain	6	(502,152)	(341,990)
Management fees	8	108,000	120,000
Office and miscellaneous		48,836	40,339
Professional fees	8	31,224	38,246
Salaries and wages		21,211	21,208
Travel		56,555	37,795
		202,943	56,918
<b>Other items</b>			
Profit share	6	-	541,779
Interest income		11,137	12,239
Advance written off	6	-	(156,545)
Impairment of exploration and evaluation assets	6	(1,001,195)	-
		(990,058)	397,473
Income (loss) before non-controlling interest		(787,115)	454,391
Non-controlling interest	12	52,669	1,739
<b>Net and comprehensive income (loss)</b>		<b>\$ (734,446)</b>	<b>\$ 456,130</b>
<b>Earnings per share – basic and diluted</b>		<b>\$ (0.02)</b>	<b>\$ 0.01</b>
<b>Weighted average number of common shares outstanding – basic and diluted</b>		<b>32,695,431</b>	<b>32,695,431</b>

See accompanying notes to the consolidated financial statements

TRI-RIVER VENTURES INC.  
Consolidated statement of changes in equity  
(Expressed in Canadian dollars)

	Share capital		Share-based payment reserve	Non-controlling interest	Deficit	Total
	Number of shares	Amount				
<b>Balance at December 31, 2011</b>	<b>32,695,431</b>	<b>\$ 15,710,584</b>	<b>\$ 164,339</b>	<b>\$ (51,004)</b>	<b>\$ (6,915,826)</b>	<b>\$ 8,908,093</b>
Non-controlling interest	-	-	-	(1,739)	-	(1,739)
Comprehensive income	-	-	-	-	456,130	456,130
<b>Balance at December 31, 2012</b>	<b>32,695,431</b>	<b>15,710,584</b>	<b>164,339</b>	<b>(52,743)</b>	<b>(6,459,696)</b>	<b>9,362,484</b>
Non-controlling interest	-	-	-	(52,669)	-	(52,669)
Comprehensive loss	-	-	-	-	(734,446)	(734,446)
<b>Balance at December 31, 2013</b>	<b>32,695,431</b>	<b>\$ 15,710,584</b>	<b>\$ 164,339</b>	<b>\$ (105,412)</b>	<b>\$ (7,194,142)</b>	<b>\$ 8,575,369</b>

See accompanying notes to the consolidated financial statements

TRI-RIVER VENTURES INC.  
Consolidated statements of cash flows  
(Expressed in Canadian dollars)

	Year ended	
	December 31, 2013	December 31, 2012
<b>Operating activities</b>		
Net income (loss) for the year	\$ (734,446)	\$ 456,130
Adjustments for:		
Amortization	3,518	4,714
Impairment of exploration and evaluation assets	1,001,195	-
Write off advances	-	156,545
Foreign Exchange gain	(479,987)	(347,771)
Non-controlling interest	(52,669)	(1,739)
Deduct interest income related to investing activities	(11,137)	(12,239)
Changes in non-cash working capital items:		
Sales tax receivable	(11,743)	6,110
Receivable	379,278	(379,278)
Prepays	(19)	-
Accrued liabilities	6,952	11,011
Due to related parties	44,926	-
<b>Net cash flows from (used in) operating activities</b>	<b>131,964</b>	<b>(106,517)</b>
<b>Investing activities</b>		
Expenditures on exploration and evaluation assets	(157,790)	(23,306)
Interest income	11,137	12,239
<b>Net cash flows used in investing activities</b>	<b>(146,653)</b>	<b>(11,067)</b>
Decrease in cash and cash equivalents	(14,689)	(117,584)
Cash and cash equivalents, beginning	1,284,779	1,402,363
<b>Cash and cash equivalents, ending</b>	<b>\$ 1,270,090</b>	<b>\$ 1,284,779</b>

**1. Nature and continuance of operations**

Tri-River Ventures Inc. (the "Company") was incorporated on March 9, 1992, under the laws of the province of Alberta, Canada, was continued under the laws of British Columbia ("BC"), Canada on July 12, 2005, and its principal activity is the acquisition and exploration of exploration and evaluation assets. The Company's shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "TVR".

The head office and principal address of the Company are located at Suite 2300, 1066 West Hastings Street, Vancouver, BC, Canada. The records office of the Company is located at 2110 28th Street, West Vancouver, BC. The Company's registered address is at 3993 Michener Court, North Vancouver, BC.

These 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 December 31, 2013 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 recoverability of advance (Notes 2 and 6), the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

**2. Significant accounting policies and basis of preparation**

The consolidated financial statements were authorized for issue on April 30, 2014 by the directors of the Company.

***Statement of compliance and conversion to International Financial Reporting Standards***

The consolidated financial statements of the Company comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

***Basis of preparation***

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

***Earnings (Loss) per share***

Basic earnings (loss) per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. Diluted earnings (loss) per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted earnings (loss) per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

**2. Significant accounting policies and basis of preparation (continued)**

***Significant estimates and assumptions***

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation relate to the recoverability of advances, determination of the useful lives of equipment, amount and collectability of interest income on advances made, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for restoration and environmental liabilities, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from those estimates and judgments.

As described in Note 6 the Company advanced \$5,271,018 in regards to an acquisition. The advance is unsecured and is refundable to the Company on demand. These financial statements have been prepared on the assumption that the acquisition will close and the advance be applied to the total acquisition cost. Should the acquisition not close and the Company demands repayment, there is uncertainty regarding the counter party's ability to repay the advance. The counter party's inability to repay the advance will have a material adverse impact on the Company's financial position, operating results and ability to continue as a going concern.

***Significant judgments***

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the determination of the functional currency of the parent company and its subsidiaries.

***Consolidation***

The consolidated financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

	Country of incorporation	Percentage owned*	
		December 31, 2013	December 31, 2012
Red Sun Group Holdings Limited ("Red Sun")	British Virgin Islands	100%	100%
Sichuan Longbao Mining Corp. ("Longbao")	China	95%	95%

\*Percentage of voting power is in proportion to ownership.

Inter-company balances and transactions are eliminated on consolidation.

## **2. Significant accounting policies and basis of preparation (continued)**

### ***Share-based payments***

The Company operates a stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

### ***Foreign currency translation***

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The subsidiaries' functional currency is also the Canadian dollar.

### **Transactions and balances:**

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive income (loss) in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income (loss) in the statement of comprehensive income (loss) to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income (loss). Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

### **Foreign operations:**

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income (loss) and recorded in the Company's foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

### ***Cash and cash equivalents***

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

## **2. Significant accounting policies and basis of preparation (continued)**

### ***Exploration and evaluation expenditures***

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

### ***Impairment of assets***

The carrying amount of the Company's assets (which include equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive income (loss).

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

### ***Financial instruments***

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

## **2. Significant accounting policies and basis of preparation (continued)**

### ***Financial instruments (continued)***

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary financial assets.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

### ***Income taxes***

#### **Current income tax:**

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

## 2. Significant accounting policies and basis of preparation (continued)

### *Income taxes (continued)*

#### Deferred income tax:

Deferred income tax is provided using the assets and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

### *Equipment*

Equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income (loss) during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

Depreciation and amortization are calculated on a straight-line method to write off the cost of the assets to their residual values over their estimated useful lives. The depreciation and amortization rates applicable to each category of equipment are as follows:

<b>Class of Equipment</b>	<b>Depreciation rate</b>
Motor vehicles	30% declining balance
Office equipment and furniture	20% declining balance
Mining equipment	20% declining balance

### *Restoration and environmental obligations*

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

**2. Significant accounting policies and basis of preparation (continued)**

***Restoration and environmental obligations (continued)***

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements. These changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

**3. Accounting standards issued but not yet effective**

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning after January 1, 2012 or later periods.

The following new standards, amendments and interpretations that have not been early adopted in these financial statements, is not expected to have a material effect on the Company's future results and financial position:

a) IFRS 9 Financial Instruments

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The effective date for IFRS 9 has not been specified.

b) IAS 32 Financial Instruments: Presentation

These amendments address inconsistencies when applying the offsetting requirements, and are effective for annual periods beginning on or after January 1, 2014.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

**4. Cash and cash equivalents**

The components of cash and cash equivalents are as follows:

	<b>December 31, 2013</b>	<b>December 31, 2012</b>
Cash at bank	\$ 117,672	\$ 434,779
Guaranteed investment certificates	1,152,418	850,000
	<b>\$ 1,270,090</b>	<b>\$ 1,284,779</b>

Tri-River Ventures Inc.  
Notes to the Consolidated Financial Statements  
(Expressed in Canadian Dollars)  
December 31, 2013

**5. Equipment**

	Motor vehicles	Mining equipment	Office equipment and furniture	Total
<b>Cost:</b>				
At December 31, 2013, 2012, and 2011	\$ 32,909	\$ 5,545	\$ 2,690	\$ 41,144
<b>Acc. Amortization:</b>				
At December 31, 2011	(21,523)	(3,362)	(1,485)	(26,370)
Amortization	(3,937)	(466)	(311)	(4,714)
At December 31, 2012	(25,460)	(3,828)	(1,796)	(31,084)
Amortization	(2,867)	(391)	(260)	(3,518)
At December 31, 2013	(28,327)	(4,219)	(2,056)	(34,602)
<b>Net book value:</b>				
At December 31, 2012	\$ 7,449	\$ 1,717	\$ 894	\$ 10,060
At December 31, 2013	\$ 4,582	\$ 1,326	\$ 634	\$ 6,542

**6. Exploration and evaluation assets**

**Lianlong Property, Sichuan, China**

The Company owns the mineral exploration license for the Lianlong Property in Changtai District, Baiyu County, Sichuan Province of China through its 95% owned subsidiary Longbao.

	December 31, 2012	Additions/Impairment	December 31, 2013
Acquisition costs	\$ 2,904,705	\$ -	\$ 2,904,705
Mining license		4,408	4,408
Infrastructure Related		124,292	124,292
Geological Survey		29,090	29,090
Impairment		(1,001,195)	(1,001,195)
	\$ 2,904,705	\$ (843,405)	\$ 2,061,300

	December 31, 2011	Additions	December 31, 2012
Acquisition costs	\$ 2,881,399	\$ -	\$ 2,881,399
Mining license		23,306	23,306
	\$ 2,881,399	\$ 23,306	\$ 2,904,705

**Potash Property, Saskatchewan, Canada**

On March 22, 2011, the Company entered into a Share Exchange Agreement ("Share Exchange Agreement") with Strong Rising International Limited ("Strong Rising") to acquire Strong Rising's wholly owned subsidiary, Taiji Resources Ltd. ("Taiji"), a private company incorporated in the province of Saskatchewan. Taiji owns potash properties (the "Properties") in Saskatchewan. The Company agreed to acquire all of the 10,000,000 issued and outstanding shares of Taiji in exchange for 11,360,000 shares of the Company.

**6. Exploration and evaluation assets (continued)**

**Potash Property, Saskatchewan, Canada (continued)**

The closing of the Share Exchange Agreement is subject to several conditions including obtaining the approvals from shareholders and the TSX-V, completion of a National Instrument 43-101 technical report on Taiji's potash properties, completion of an audit of Taiji's financial statements for its most recent fiscal year, sufficient evidence of value and completion of due diligence satisfactory to Company management. At December 31, 2013, the Share Exchange Agreement has not closed. According to the Share Exchange Agreement, the transaction may be terminated by either Strong Rising or the Company if the acquisition did not close by December 31, 2012. Neither party has expressed the intention to terminate the deal. The Share Exchange Agreement is therefore still in force.

During the year ended December 31, 2011, the Company advanced \$156,545 as a loan to Taiji for operating expenses. The loan carrying an interest of 5% per annum is covered by a Loan Agreement among the Company, Taiji and Strong Rising. According to the Loan Agreement, if the Vendor terminates the Share Exchange Agreement, the Vendor must repay the Loan Amount plus accrued interest to Tri-River in full. If the Properties are optioned or sold to a third party, the proceeds from any such transaction will firstly be applied to full repayment of the Loan Amount including accrued interest. At December 31, 2012, the loan amount was written off as collection was not reasonably assured.

**Lenghu Potash, Qinghai, China**

On March 31, 2011, the Company entered into a Purchase Agreement ("Purchase Agreement") with Sino Spirit Capital Investment Holding Limited ("Sino Investment") to acquire Sino Investment's 100% equity interest in Sino Spirit Group Limited ("Sino Group") which owns a 60% equity interest in Qinghai Lenghu Kunhu Potash Company Ltd. ("Lenghu Potash"). Lenghu Potash owns a mining permit in Qinghai Province of the People's Republic of China. Potash is currently produced from this property. Consideration consists of cash payments of \$12,457,000 (RMB78,000,000) in three installments and share issuances having an aggregate value of up to \$4,791,000 (RMB30 million). The first refundable installment of \$5,271,018 (2012 - \$4,791,031) (RMB30,000,000) was made during the year ended December 31, 2011. These conditions to closing the transaction include approvals from the shareholders, the TSX-V, audited financial statements, a National Instrument 43-101 technical report on the property, and a business plan. As at December 31, 2013, a foreign exchange gain of \$479,987 (2012 - \$347,771) was recorded upon conversion of the first refundable advance at the year end foreign exchange rate.

On April 20, 2012, the Purchase Agreement was amended to include the following: payment of the second instalment of \$4,848,000 (RMB30,000,000) was conditional on the Company completing a financing sufficient to be able to pay such second instalment; extension of the due date of the second installment until the later of the closing of such financing and the date that a definitive acquisition agreement is signed; and a profit sharing arrangement between the Company and Lenghu Potash as follows: in consideration of the use of the first refundable installment, Lenghu Potash agreed to pay the greater of 16.67% of its net profits or RMB3,334,000 to the Company starting from Lenghu Potash's year ended December 31, 2011 and for each subsequent year until the date that a definitive agreement is signed and a financing to pay the second instalment has been completed by the Company. The advance is unsecured and is refundable to the Company on demand. At December 31, 2013, the Company has not demanded repayment.

During the year ended December 31, 2012, the Company recognized \$541,779 in profit share from Lenghu Potash, representing Lenghu Potash's year ended December 31, 2011, of which \$162,501 was received in 2012 and \$379,278 was receivable at December 31, 2012. During the year ended December 31, 2013, the Company collected that receivable amount. Due to the uncertainty of collection, no receivable was recognized at December 31, 2013 for either the 2013 or 2012 payment.

**7. Share capital**

**Authorized share capital**

Unlimited number of common shares without par value.

Unlimited number of preferred shares without par value.

**Issued share capital**

At December 31, 2013 there were 32,695,431 issued and fully paid common shares (2012 –32,695,431).

**Escrow shares**

At December 31, 2013 and 2012, there were 4,200,000 shares held in escrow.

**Stock options**

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company's issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee will not exceed ten percent of the issued and outstanding common shares. Options granted typically vested immediately unless the Board of Directors determines otherwise.

The changes in options during the year ended December 31, 2013 and 2012 are as follows:

	December 31, 2013		December 31, 2012	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning	880,000	\$ 0.40	880,000	\$ 0.40
Options granted	-	-	-	-
Options expired	-	-	-	-
Options outstanding and exercisable, ending	880,000	\$ 0.40	880,000	\$ 0.40

Details of options outstanding as at December 31, 2013 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of options outstanding
\$0.40	1.95 years	880,000

**Share purchase warrants**

	Number of Warrants Outstanding	Weighted Average Exercise Price	Expiry Date
Balance, December 31, 2011	12,830,000	\$ 0.55	
Expired November 16, 2012	(6,000,000)	0.60	November 16, 2012
Balance, December 31, 2012 and 2013	6,830,000	\$ 0.50	January 9, 2014

The warrants outstanding at December 31, 2013 expired unexercised subsequent to December 31, 2013.

**7. Share capital (continued)**

***Share-based payment reserve***

The share-based payment reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

**8. Related party transactions**

The Company incurred the following transactions with companies that are controlled by directors and officers of the Company.

	Year ended	
	December 31, 2013	December 31, 2012
Professional fees	\$ 1,261	\$ 15,988
Management fees	108,000	120,000
Consulting fees	15,000	14,000
	\$ 124,261	\$ 149,988

***Key management personnel compensation***

	Year ended	
	December 31, 2013	December 31, 2012
Short-term employee benefits – management fees	\$ 108,000	\$ 120,000
Short-term employee benefits – consulting fees	13,000	-
	\$ 121,000	\$ 120,000

As at December 31, 2013, the Company had amounts owed to directors in the amount of \$47,448 (2012-\$2,522). Amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

**9. Financial risk and capital management**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counter party limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and cash equivalents held in bank accounts and advance receivable. The majority of cash and cash equivalent is deposited in bank accounts held with major banks in Canada and China. As most of the Company's cash is held by two banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company has no security for the advance receivable. In order to manage the risk, the Company performs on-going credit and collection review and will establish an allowance when the advance receivable is determined to be uncollectable.

**9. Financial risk and capital management (continued)**

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

***Foreign exchange risk***

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in RMB:

	<b>December 31, 2013</b>	<b>December 31, 2012</b>
Cash	\$ 15,986	\$ 336,976
Receivable	-	379,278
Advance	5,271,018	4,791,031
	<b>\$ 5,287,004</b>	<b>\$ 5,507,285</b>

Based on the above net exposures, as at December 31, 2013, a 1% change in the RMB to the Canadian dollar exchange rate would impact the Company's net income (loss) by \$52,870.

***Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of three months or less and are therefore exposed to interest rate fluctuations on renewal. A 1% change in market interest rates would have an impact on the Company's net income (loss) of \$11,524.

***Capital Management***

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of share capital and working capital. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

**9. Financial risk and capital management (continued)**

***Classification of financial instruments***

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;

Level 3 – Inputs that are not based on observable market data.

The Company's cash and cash equivalents are classified as level 1.

Financial assets included in the statement of financial position are as follows:

	<b>December 31, 2013</b>		<b>December 31, 2012</b>	
Cash and cash equivalents	\$	1,270,090	\$	1,284,779
Receivable		-		379,278
Advance		5,271,018		4,791,031
	\$	6,541,108	\$	6,455,088

Financial liabilities included in the statement of financial position are as follows:

	<b>December 31, 2013</b>		<b>December 31, 2012</b>	
Due to related parties	\$	47,448	\$	2,522

***Fair value***

The fair value of the Company's financial assets and liabilities approximates their carrying amount.

**10. Segmented information**

***Operating segments***

The Company operates in a single reportable operating segment – the acquisition, exploration and development of exploration and evaluation assets.

At December 31, 2013 and 2012, the Company's equipment and exploration and evaluation assets are located in China.

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**11. Income tax expense and deferred tax assets and liabilities**

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	December 31, 2013	December 31, 2012
Income (loss) before income taxes and non-controlling interest	\$ (787,115)	\$ 454,391
Statutory tax rate	25%	25%
Expected tax expense (recovery) at the statutory tax rate	(196,779)	113,597
Non-deductible items and other	143,089	(86,531)
Change in valuation allowance	53,690	(27,066)
Deferred income tax recovery	\$ -	\$ -

The Company has the following deferred income tax assets and liabilities:

	December 31, 2013	December 31, 2012
Non-capital losses	\$ 336,895	\$ 406,980
Exploration and evaluation assets	496,363	351,867
Equipment	967	967
Share issuance costs	10,660	31,381
Valuation allowance	(844,885)	(791,195)
	\$ -	\$ -

The Company has recognized a full valuation allowance as the realization of these deferred income tax assets is uncertain, and cannot be viewed as more likely than not.

The tax pools relating to the deferred income tax assets expire as follows:

	Canadian non-capital losses	Canadian resource pools	Chinese losses	Chinese resource pools	Share issue costs
2014	\$ -	\$ -	\$ 35,698	\$ -	\$ 42,638
2015	-	-	32,829	-	-
2016	-	-	18,281	-	-
2017	-	-	33,167	-	-
2018	-	-	59,579	-	-
2027	15,470	-	-	-	-
2028	73,310	-	-	-	-
2039	237,161	-	-	-	-
2030	404,993	-	-	-	-
2031	437,091	-	-	-	-
No expiry	-	447,000	-	960,467	-
	\$ 1,168,025	\$ 447,000	\$ 179,554	\$ 960,467	\$ 42,638

**12. Non-controlling interest**

The non-controlling interest represents a 5% interest in Longbao held by minority shareholders.

The following is the summarized statement of financial position of Longbao:

	<b>December 31, 2013</b>	<b>December 31, 2012</b>
Current:		
Assets	\$ 16,199	\$ 337,170
Liabilities	(6,581)	(2,522)
Total current net assets	9,618	334,648
Non-current:		
Assets	2,067,841	2,914,764
Liabilities	-	
Total non-current net assets	2,067,841	2,914,764
	<b>\$ 2,077,459</b>	<b>\$ 3,249,412</b>

The following is the summarized statement of comprehensive income of Longbao:

	<b>December 31, 2013</b>	<b>December 31, 2012</b>
Expenses	\$ 52,182	\$ 34,778
Impairment of exploration and evaluation assets	1,001,195	-
Net and comprehensive loss	<b>\$ 1,053,377</b>	<b>\$ 34,778</b>