



**RUSORO MINING LTD.**  
**Condensed Interim Consolidated Financial Statements**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013**  
**(Expressed in thousands of US dollars, except per share amounts)**  
**(Unaudited)**

---

## **Notice of Disclosure of Non-auditor Review of the Condensed Interim Consolidated Financial Statements for the three and nine months ended September 30, 2013.**

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities administrators, 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 accompanying unaudited condensed interim consolidated financial statements of the Company for the interim period ended September 30, 2013, have been prepared in accordance with the International Accounting Standard 34 – *Interim Financial Reporting* as issued by the International Accounting Standards Board and are the responsibility of the Company's management.

The Company's independent auditors, Grant Thornton LLP, have not performed a review of these interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Dated this 29th day of November of 2013.

**RUSORO MINING LTD.**  
**Condensed Interim Consolidated Statements of Financial Position**  
**(Expressed in thousands of US dollars, except per share amounts)**  
**(Unaudited)**



	<b>September 30, 2013</b>	December 31, 2012
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$1,024	\$380
Receivables (Notes 3 and 18)	676	1,265
Prepaid expenses and deposits	9	9
	<u>\$1,709</u>	<u>\$1,654</u>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities (Notes 5 and 13)	\$71,671	\$91,752
Decommissioning and restoration provision (Note 7)	15,791	23,136
Derivative financial liability (Note 6)	10,587	12,220
Income taxes payable	2,646	3,878
Convertible loan (Note 8)	30,000	30,000
Other current provisions	2,181	3,193
	<u>132,876</u>	<u>164,179</u>
<b>SHAREHOLDERS' DEFICIENCY</b>		
Issued capital (Note 10)	736,385	736,385
Contributed surplus	65,282	65,009
Deficit	(913,164)	(943,009)
	<u>(111,497)</u>	<u>(141,615)</u>
Non-controlling interests	(19,670)	(20,910)
	<u>(131,167)</u>	<u>(162,525)</u>
	<u>\$1,709</u>	<u>\$1,654</u>

Nature of operations – Note 1  
Basis of presentation and going concern assumption – Note 2  
Commitments and contingencies – Note 18  
Events after the reporting period – Note 3

**APPROVED BY THE BOARD OF DIRECTORS ON NOVEMBER 29, 2013.**

“Andre Agapov”  
\_\_\_\_\_  
Andre Agapov, Director

“Gordon Keep”  
\_\_\_\_\_  
Gordon Keep, Director

See accompanying notes to the unaudited condensed interim consolidated financial statements.

**RUSORO MINING LTD.**  
**Condensed Interim Consolidated Statements of Comprehensive Income (Loss)**  
**(Expressed in thousands of US dollars, except per share amounts)**  
**(Unaudited)**



	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>REVENUES FROM MINING OPERATIONS</b>	\$-	\$-	\$-	\$4,926
<b>COSTS OF MINING OPERATIONS</b>				
Mining operating expenses (Notes 11)	-	-	-	21,939
<b>LOSS FROM MINING OPERATIONS</b>	-	-	-	(17,013)
Share-based compensation expense	273	-	273	827
General and administrative, net of recoveries (Note 12)	321	1,283	1,333	5,559
Foreign exchange loss (gain)	145	103	(11)	969
	739	1,386	1,595	7,355
<b>LOSS FROM OPERATIONS</b>	(739)	(1,386)	(1,595)	(24,368)
Interest on convertible loan (Note 8)	1,065	852	3,078	2,539
Interest on gold sale contract (Note 6)	422	389	565	973
(Gain) loss on revaluation of gold sale contract (Note 6)	893	1,179	(2,199)	1,627
Loss on repatriation of monetary assets	-	-	-	534
Impairment loss on write-down of property plant and equipment and mineral properties (Note 4)	-	-	-	4,019
Foreign exchange gain on currency devaluation (Note 2)	-	-	(33,078)	-
Litigation costs, net of recoveries (Note 12)	-	(115)	-	53
Settlement of Gold Reserve litigation	-	356	-	356
Other (income) expenses	-	-	-	213
Recovery of Value Added Taxes, net of fees (Note 3)	(1,046)	-	(1,046)	-
	1,334	2,661	(32,680)	10,314
<b>NET PROFIT (LOSS) AND COMPREHENSIVE INCOME (LOSS)</b>	<u>(\$2,073)</u>	<u>(\$4,047)</u>	<u>\$31,085</u>	<u>(\$34,682)</u>
<b>Attributable to:</b>				
Non-controlling interests	-	-	1,240	(630)
Equity shareholders of the Company	(2,073)	(4,047)	29,845	(34,052)
	<u>(\$2,073)</u>	<u>(\$4,047)</u>	<u>\$31,085</u>	<u>(\$34,682)</u>
<b>PROFIT (LOSS) PER SHARE</b>				
Basic and diluted (Note 20)	(\$0.01)	(\$0.01)	\$0.06	(\$0.07)
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING (000)</b>				
Basic and diluted	532,621	530,121	532,621	530,121

See accompanying notes to the unaudited condensed interim consolidated financial statements.

**RUSORO MINING LTD.**  
**Condensed Interim Consolidated Statements of Changes in Equity**  
**(Expressed in thousands of US dollars, except per share amounts)**  
**(Unaudited)**



	Issued capital		Contributed surplus	Deficit	Non-controlling interests	Equity
	Shares (000)	Amount				
<b>Balance, December 31, 2011</b>	530,121	\$736,283	\$64,182	(\$899,284)	(\$20,322)	(\$119,141)
Share-based compensation expense (Note 10(c))	-	-	827	-	-	827
Shares to be issued	-	102	-	-	-	102
Comprehensive loss	-	-	-	(34,052)	(630)	(30,682)
<b>Balance, September 30, 2012</b>	530,121	\$736,385	\$65,009	(\$933,336)	(\$20,952)	(\$152,894)
<b>Balance, December 31, 2012</b>	532,621	\$736,385	\$65,009	(\$943,009)	(\$20,910)	(\$162,525)
Share-based compensation expense (Note 10(c))	-	-	273	-	-	273
Comprehensive income	-	-	-	29,845	1,240	31,085
<b>Balance, September 30, 2013</b>	532,621	\$736,385	\$65,282	(\$913,164)	(\$19,670)	(\$131,167)

See accompanying notes to the unaudited condensed interim consolidated financial statements.

**RUSORO MINING LTD.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
**(Expressed in thousands of US dollars, except per share amounts)**  
**(Unaudited)**



	<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>CASH DERIVED FROM (USED IN)</b>		
<b>OPERATING ACTIVITIES</b>		
Net profit (loss) for the period	\$31,085	(\$34,682)
Adjustments for items not involving cash:		
Depreciation and depletion	-	98
Share-based compensation expense	273	827
Shares to be issued	-	102
Foreign exchange gain on currency devaluation	(33,078)	-
Increase in allowance for doubtful recovery of receivables	-	1,413
Impairment of inventories	-	2,437
Impairment loss on property, plant and equipment and mineral properties	-	4,019
Impairment of receivables, prepaid expenses, and deposits	-	6,287
Interest on gold sale contract	565	973
(Gain) loss on revaluation of gold sale contract	(2,199)	1,627
	(3,354)	(16,899)
Changes in non-cash working capital items (Note 15)	3,998	16,408
	644	(491)
<b>INVESTING ACTIVITIES</b>		
Expenditures on mineral properties	-	(13,218)
Proceeds from sale of pre-commercial gold production of mining and mineral properties	-	10,740
	-	(2,478)
<b>INCREASE (DECREASE) IN CASH</b>		
Cash – beginning of period	380	3,382
<b>Cash – end of period</b>	<b>\$1,024</b>	<b>\$413</b>

Supplemental cash flow information – Note 15

See accompanying notes to the unaudited condensed interim consolidated financial statements.

## **1. NATURE OF OPERATIONS**

Rusoro Mining Ltd. ("the Company") was incorporated under the laws of the Province of British Columbia on March 1, 2000. The registered office of the Company is 1600-609 Granville Street Vancouver, British Columbia, Canada and the corporate headquarters is located at 3123-595 Burrard Street, Vancouver, British Columbia, Canada. The principal business activities of the Company are the operation, acquisition, exploration and development of gold mining and mineral properties.

The Company received mining concessions in Venezuela for the exploration, development and exploitation of alluvial and vein gold. The concessions were granted by the Venezuelan Ministry of Mines and Basic Industries ("MIBAM") or by Corporacion Venezolana de Guayana ("CVG"), maturing in 20 to 25 years from initial grant date, with some concessions extendable for two additional subsequent periods of 10 years each. Until March 14, 2012, the Company owned two producing gold mines in Venezuela. It held a 95% ownership interest in the Choco 10 mine ("the Choco Mine") which was acquired on November 30, 2007 and a 50% ownership interest in the Isidora mine ("the Isidora Mine") which was acquired on December 23, 2008. The Company operated the Isidora Mine under a joint venture agreement with the Venezuelan government (Note 17). The Company also held various exploration projects and one development project in Venezuela called San Rafael El Placer.

On September 16, 2011, the Venezuelan government, through publication in the Official Gazette of Venezuela, enacted a law-decree ("the Decree") reserving the government of Venezuela exclusive rights over the extraction of gold in Venezuela ("the Nationalization"). The Decree mandated the expiration of all mining concessions held by the Company and their reversal to the Venezuelan government except for those in which the Company and the Venezuelan government agree to continue operating jointly in the form of a mixed-interest enterprise ("the Mixed Enterprise") and in which the Company could not own more than a 45% share participation. The Decree provided for a 90-day period starting September 16, 2011 for the government of Venezuela and the Company to negotiate the terms and conditions of the migration of its mining assets to the Mixed Enterprise, including the compensation to the Company for the loss of ownership of its assets as a result of the Nationalization. This 90-day negotiation period was subsequently extended to March 14, 2012 by the Venezuelan government through decree No. 8683.

The Company was unable to agree with the Venezuelan government upon the terms and conditions of the migration of its mining assets to the Mixed Enterprise within the designated time periods therefore effective March 14, 2012, in accordance with the procedures outlined in the Decree, all of the Company's mining concessions expired by force of the Decree and all of its assets and operations reverted to the Venezuelan government who took possession and control of the assets and operations in accordance with Venezuelan law, thereby becoming the new operator and employer.

Management determined the Company's sole recourse was to file a Request for Arbitration under the Additional Facility Rules of the International Centre for Settlement of Investment Disputes ("ICSID") against the government of Venezuela alleging violations of the provisions of the Bilateral Treaty for the Protection of Investments entered between the governments of Canada and Venezuela (the "Treaty"). This request was filed on July 17, 2012. The Treaty provides that the Venezuelan government must pay a fair, prompt, and timely compensation to the Company as a result of the Nationalization. In parallel the Company continues to seek an amicable resolution with the Venezuelan government.

The Company's cash balance of \$1,024 as at September 30, 2013 is held in bank accounts in which the Company retained full control after the Nationalization.

## **1. NATURE OF OPERATIONS (Continued)**

On June 14, 2012, the Company entered into a Creditors and Shareholders Agreement (the "CSA") with significant equity holders and creditors who agreed not to take any steps or actions to exercise their rights and remedies against the Company until the expiration of a standstill period, subject to various clauses.

On June 15, 2012, the Company entered into a litigation funding agreement (the "Litigation Funding Agreement") with a subsidiary (the "Funder"), of the Calunius Litigation Risk Fund LP (the "Fund"). Calunius Capital LLP is the exclusive investment advisor to the Fund, which specializes in funding commercial litigation and arbitration claims. Under the terms of the Litigation Funding Agreement, the Funder has agreed to assist in the funding of Rusoro's legal costs in relation to the international arbitration proceedings against the Republic of Venezuela (the "Respondent" or "Venezuela") on a non-recourse basis. Rusoro will continue to have complete control over the conduct of the international arbitration proceedings, insofar as the proceedings relate to the Company's claims, and continues to have the right to settle with the Respondent, discontinue proceedings, pursue the proceedings to trial and take any action Rusoro considers appropriate to enforce judgment.

The Litigation Funding Agreement provides contingent consideration to the Funder and other select parties as described in Note 23 and resulted in an amendment to the terms of the Gold Sale Contract adding an annual interest rate of 11% (Note 6).

On July 17, 2012, the Company filed a Request for Arbitration before the Additional Facility of the World Bank's ICSID against Venezuela pursuant to the Treaty. The arbitration commenced following the passing by the Venezuelan government of a series of measures that dismantled the legal regime for the marketing of gold in Venezuela and culminated in the outright nationalization and control of Rusoro's investments in Venezuela without compensation. The claim is for breach of the Treaty's protections against expropriation, unfair and inequitable treatment and discrimination, and for breach of the guarantees of full protection and security and free transfer of investments.

On March 21, 2013, the Company filed a Statement of Claim in its arbitration against Venezuela before the World Bank's ICSID, in accordance with the provisions of the Canada-Venezuela Bilateral Investment Treaty. Based on a March 15, 2013, valuation performed by an independent expert, the Company is seeking fair-value compensation of \$3.03 billion for all its losses caused by the Nationalization.

## **2. BASIS OF PRESENTATION AND GOING CONCERN ASSUMPTION**

### **a) Basis of Presentation**

The unaudited condensed interim consolidated financial statements ("interim financial statements") have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting on a basis consistent with the accounting policies disclosed in the audited consolidated financial statements for the fiscal year ended December 31, 2012. Hence, these interim financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2012, which include information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies were presented in the audited consolidated financial statements for the fiscal year ended December 31, 2012, and have been consistently applied in the preparation of these interim financial statements. The policies applied in these interim financial statements are based on IFRS issued and outstanding as of November 29, 2013, the date the Board of Directors approved the financial statements.



## **2. BASIS OF PRESENTATION AND GOING CONCERN ASSUMPTION (Continued)**

### **b) Foreign Currency Translation**

On February 8, 2013, Venezuela devalued its currency, the bolivar, to 6.3 bolivars per U.S. dollar, from 4.3 bolivars per U.S. dollar.

### **c) Going Concern Assumption**

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware in making its assessment, of material uncertainties related to events or conditions, such as those described above and herein, that may cast significant doubt upon the Company's ability to continue as a going concern.

On March 14, 2012, in accordance with the procedures outlined in the Decree, 100% of the Company's Venezuelan mining concessions expired by force of the Decree and the Company's assets and operations reverted to the Venezuelan government.

Under these circumstances, the Company maintains the position that the application of the going concern assumption is still appropriate, as courses of action have been identified and acted upon which will increase the likelihood of the Company's ability to repay its loan and its other liabilities as follows:

- 1) The Company continues to negotiate with the Venezuelan government to reach mutually agreed-upon terms, including fair compensation paid to the Company which will be sufficient for the Company to repay all its outstanding liabilities;
- 2) On June 15, 2012 the Company entered into the Litigation Funding Agreement whereby the Funder agreed to assist in the funding of Rusoro's legal costs in relation to the international arbitration proceedings against Venezuela on a non-recourse basis and funding of the Company's expected operating expenditures;
- 3) Related to the Litigation Funding Agreement, on June 14, 2012 the Company entered into the CSA with significant equityholders and creditors who agreed not to take any steps or actions to exercise their rights and remedies against the Company until the expiration of a standstill period, subject to various clauses; and
- 4) On July 17, 2012, the Company filed a Request for Arbitration before the Additional Facility of the World Bank's ICSID against Venezuela pursuant to the Treaty.
- 5) On March 21, 2013, the Company filed a Statement of Claim in its arbitration against Venezuela before the World Bank's ICSID, in accordance with the provisions of the Canada-Venezuela Bilateral Investment Treaty. Based on a March 15, 2013, valuation performed by an independent expert, the Company is seeking fair-value compensation of \$3.03 billion for all its losses caused by the Nationalization.

Management is making efforts to work with vendors and potential creditors not covered by the CSA to have them forbear on demanding currently due amounts while it pursues the above-mentioned courses of action. There is, however, no assurance that the sufficient sources of funding described above will be available to the Company, or that they will be available on terms and timely basis that are acceptable to the Company. Accordingly, these consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

There are material uncertainties surrounding the Nationalization (Note 1), including, but not limited to the likelihood of reaching an amicable compensation with the Venezuelan government, the success in the arbitration proceedings against the Venezuelan government and the amount, timing and/or form of any compensation or arbitration award. As at September 30, 2013, the Company had a net working capital

## 2. BASIS OF PRESENTATION AND GOING CONCERN ASSUMPTION (Continued)

deficiency (current assets minus current liabilities) of \$131,167. The Company did not perform the repayment of the convertible loan for \$30,000 (included in current liabilities) when it became due in June 2011 and on June 14, 2012 the convertible loan lenders signed the CSA which granted a standstill period, subject to various clauses.

### d) Basis of Consolidation

These condensed interim consolidated financial statements include the financial statements of the Company, its subsidiaries, and jointly controlled entities. Intercompany balances and transactions, including any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the condensed interim consolidated financial statements.

The principal subsidiaries, jointly controlled entities, and the Company's ownership interests therein, are as follows:

Company	Location	Ownership interest	Status
Promotora Minera de Guayana, P.M.G., S.A.	Venezuela	95%	Consolidated
Minera Venrus C.A.	Venezuela	50%	Proportionately Consolidated
Minera Rusoro Venezolana C.A.	Venezuela	50%	Proportionately Consolidated
El Callao Gold Mining Company de Venezuela S.C.S.	Venezuela	50%	Proportionately Consolidated
Proyectos Mineros del Sur, PROMINSUR, C.A.	Venezuela	100%	Consolidated
Corporacion Aurifera de El Callo, C.A.	Venezuela	100%	Consolidated
Corporacion Minera Choco 9 C.A.	Venezuela	100%	Consolidated
Corporacion 80.000 C.A.	Venezuela	100%	Consolidated
Lamin Laboreos Mineros C.A.	Venezuela	100%	Consolidated
Mineria MS C.A.	Venezuela	100%	Consolidated
General Mining de Guayana C.A.	Venezuela	100%	Consolidated
Krysos Mining S.A.	Venezuela	100%	Consolidated
Inversiones Yuruan C.A.	Venezuela	100%	Consolidated
Venezuela Holdings (BVI) Ltd	British Virgin Islands	100%	Consolidated

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Company's equity therein. Similarly, non-controlling interests in the components of comprehensive income are identified separately. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling interests' share of changes in equity since the date of the combination. A 5% non-controlling interest exists in Promotora Minera de Guayana, P.M.G., S.A. ("PMG"), which represents the outside interest's share of the carrying value of PMG, which owned the Choco Mine.

### e) Newly Adopted Accounting Standards

The following standards became effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company adopted these standards and they did not have a material impact on the unaudited condensed interim financial statements.

IFRS 10 – Consolidated Financial Statements identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control comprises three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns.

## **2. BASIS OF PRESENTATION AND GOING CONCERN ASSUMPTION (Continued)**

IFRS 11 – Joint Arrangements focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method.

IFRS 12 – Disclosure of Interests in Other Entities establishes disclosure requirements for entities reporting interest in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles.

IFRS 13 – Fair Value Measurement provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRS. The key points of IFRS 13 are as follows:

- fair value is measured using the price in a principal market for the asset or liability, in the absence of a principal market, the most advantageous market;
- financial assets and liabilities with offsetting positions in market risks or counterparty credit risks can be measured on the basis of an entity's net risk exposure;
- disclosures regarding the fair value hierarchy has been moved from IFRS 7 to IFRS 13, and further guidance has been added to the determination of classes of assets and liabilities;
- a quantitative sensitivity analysis must be provided for financial instruments measured at fair value;
- a narrative must be provided discussing the sensitivity of fair value measurements categorized under Level 3 of the fair value hierarchy to significant unobservable inputs; and
- information must be provided on an entity's valuation processes for fair value measurements categorized under Level 3 of the fair value hierarchy.

IAS 27 - Separate Financial Statements has the objective of setting standards to be applied in accounting for investments in subsidiaries, jointly ventures, and associates when an entity elects, or is required by local regulations, to present separate (non-consolidated) financial statements.

IAS 28 - Investments in Associates and Joint Ventures prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over an investee (associate or joint venture).

### **f) Accounting Standards Issued But Not Yet Effective**

IFRS 9 – Financial Instruments is intended to replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39") in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments, and is effective for annual periods beginning on or after January 1, 2015, with earlier adoption permitted. In November 2009 and October 2010, IFRS 9 (2009) and IFRS 9 (2010) were issued, respectively, which address the classification and measurement of financial assets and financial liabilities. IFRS 9 (2009) requires that all financial assets be classified as subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 (2010) requires that financial liabilities are classified as subsequently measured at amortized cost except for financial liabilities classified as fair value through profit or loss, financial guarantees and certain other exceptions.

The Company has not yet early adopted this standard and is assessing the impact upon the implementation of this standard.

### 3. RECEIVABLES

	<b>September 30, 2013</b>	December 31, 2012
<b>Financial asset</b>		
Other receivables (a)	<u>\$676</u>	<u>\$1,265</u>

a) Other receivables includes amounts from the Funder (Note 18) of \$664 (December 31, 2012: \$1,253) that were approved and receivable at period end. The balance was received subsequent to period end.

During the nine months ended September 30, 2013, the Company recovered a portion of Value Added Taxes ("VAT") from the Venezuelan tax authority, which was fully impaired in the year ended December 31, 2012. The Company received a gross VAT recovery of \$2,353 and incurred \$1,307 in related fees and costs to facilitate the recovery. As such, the Company realized a net recovery of VAT for \$1,046 during the nine months ended September 30, 2013.

### 4. PROPERTY, PLANT AND EQUIPMENT

As at December 31, 2012 and September 30, 2013 the Company did not have any property, plant, and equipment.

	<b>Mining Properties</b>	<b>Mining Plant and Equipment</b>	<b>Office and Computer Equipment</b>	<b>Total</b>
<b>Cost</b>				
<b>Balance, December 31, 2011</b>	\$14,398	\$39,142	\$381	\$53,921
Disposal (a)	<u>(14,398)</u>	<u>(39,142)</u>	<u>(381)</u>	<u>(53,921)</u>
<b>Balance, December 31, 2012</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Balance, September 30, 2013</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Accumulated depreciation, depletion and impairment</b>				
<b>Balance, December 31, 2011</b>	\$14,398	\$39,142	\$283	\$53,823
Depreciation and depletion	-	-	98	98
Disposal (a)	<u>(14,398)</u>	<u>(39,142)</u>	<u>(381)</u>	<u>(53,921)</u>
<b>Balance, December 31, 2012</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Balance, September 30, 2013</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Carrying Amount</b>				
<b>Balance, December 31, 2012</b>	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>
<b>Balance, September 30, 2013</b>	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>

a) Due to their expropriation by the Venezuelan Government on March 14, 2012 as a result of the Nationalization (Note 1).

## 5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2013	December 31, 2012
<b>Financial liabilities (a)</b>		
Accounts payable	\$25,084	\$30,151
Accrued liabilities	24,043	38,579
Accrual for termination benefits	9,959	14,592
Accrual for interest on convertible loan (Note 8)	9,481	6,403
Due to related parties (Note 13)	3,104	2,027
	<u>\$71,671</u>	<u>\$91,752</u>

a) No accounts payable or accrued liability is identified as a non-financial liability.

## 6. GOLD SALE CONTRACT

In 2010 the Company received \$6,973 from a gold buyer, Vicolven Enterprises Inc. (“Vicolven”), which operates from Curacao, Netherlands Antilles. This payment represented full payment for the future delivery of six thousand five hundred ounces of finished gold and the commitment to issue 12.4 million share-purchase warrants (Note 9). The Company was originally required to deliver the finished gold prior to January 11, 2011. During the year ended December 31, 2010, the transaction was amended for future delivery of six thousand five hundred ounces of finished gold to occur over the six months ended June 2011. In exchange, the Company committed to deliver an additional eight hundred ounces of finished gold in July 2011. No gold has been delivered with respect to this contract. In February 2011, the Company paid Vicolven a portion of the amount owing in US dollars in lieu of delivery of seven hundred ounces (as permitted by Vicolven) for a total of \$711. In relation to the Company’s commitment to issuing 12.4 million share-purchase warrants (Note 9), the \$330 value associated with these committed share-purchase warrants has been deducted from the \$6,973, resulting in a net amount of \$6,643.

On September 20, 2011, as a result of the Decree and proposed nationalization of the Company’s Venezuelan gold mining assets by the government of Venezuela, a letter was written to the gold buyer, Vicolven Enterprises Inc., indicating that management no longer expects to settle the obligation with the delivery of finished gold as stated in the agreement. Instead, the Company will settle the outstanding, undelivered ounces of finished gold owing to Vicolven Enterprises Inc. in cash as permitted under the agreement with Vicolven.

On June 1, 2012, in relation to the Litigation Funding Agreement and the CSA, the Company signed an amendment with Vicolven whereby the Company agrees to pay interest of 11%, compounded annually, on the amount outstanding of 6,642 gold ounces. Interest will ultimately be payable in cash on the same terms as the original balance. Per the agreement, the interest payable was enacted retroactively to January 1, 2012.

Since the contract will be paid in cash in lieu of gold, and will no longer qualify for the own use exemption, it has been reclassified from deferred revenue to a derivative financial instrument. As of September 30, 2013, 7,981 (December 31, 2012 – 7,373) ounces of finished gold were still outstanding and valued at fair market value using the spot price of gold on September 30, 2013 of \$1,327 (December 31, 2012 - \$1,658) per ounce. Included in this amount is the principal amount of 6,642 gold ounces plus accrued interest of 1,339 (December 31, 2012 – 731) gold ounces for the period January 1, 2012 through September 30, 2013.

## 6. GOLD SALE CONTRACT (Continued)

	<b>September 30, 2013</b>	December 31, 2012
<b>Balance, beginning of year</b>	\$12,220	\$10,169
Change in fair value of principal	(2,199)	840
Fair value of interest expense	565	1,211
<b>Balance, end of period / year</b>	<u>\$10,587</u>	<u>\$12,220</u>

## 7. DECOMMISSIONING AND RESTORATION PROVISION

Decommissioning and restoration provisions are comprised of costs associated with environmental rehabilitation. These costs have been estimated based on the Company's interpretation of current regulatory requirements and have been measured at the net present value of future cash expenditures upon reclamation and closure using the information currently available.

Costs associated with decommissioning and restoration are capitalized depending on the nature of the asset related to the obligation and depreciated over the life of the asset. The decommissioning and restoration provision relates to reclamation and closure costs of the Company's operating Choco Mine and Isidora Mine, as well as to some of the exploration and development activities undertaken on the Company's mineral properties.

In view of the uncertainties concerning decommissioning and restoration, the ultimate cost of reclamation, remediation and closure activities could differ materially from the estimated amount recorded. The estimate of the Company's decommissioning and restoration provision is subject to change based on amendments to laws and regulations and as new information regarding the Company's operations becomes available.

Future changes, if any, to the provision as a result of amended requirements, laws, regulations, operating assumptions, estimated timing and amount of obligations may be significant and would be recognized prospectively as a change in accounting estimate. Any such change would result in an increase or decrease to the provision and a corresponding increase or decrease to the mineral property and/or property, plant and equipment balance(s).

	<b>September 30, 2013</b>	December 31, 2012
<b>Balance, beginning of year</b>	\$23,136	\$18,285
Change in estimate of future cash flows	(7,345)	4,851
<b>Balance, end of period / year</b>	<u>\$15,791</u>	<u>\$23,136</u>

Due to the expiry by force of the Decree and reversal to the Venezuelan government of all of the Company's mining concessions on March 14, 2012, the Company's decommissioning and restoration provision became an on-demand liability on that date as opposed to be payable in accordance with the Company's long-term closure plan. Consequently as at September 30, 2013 and December 31, 2012, decommissioning and restoration was classified as current.

The acceleration in the timing of the expected settlement of the closure costs and continued high inflation rates significantly increased the Company's liability at both September 30, 2013 and December 31, 2012. The decrease of \$7,345 during the nine months ended September 30, 2013 relates to a revision of the estimated future cash flows due to the devaluation of the Venezuelan currency (Note 2b).

## 8. CONVERTIBLE LOAN

On June 10, 2008, the Company entered an \$80,000 principal amount Convertible Loan (the "Loan") with a two year term and 10% annual interest to fund the acquisition of various Venezuelan mineral interests. During the years ended December 31, 2009 and 2010 the Company made various repurchases and restructured the Loan resulting in a reduced principal amount of \$30,000. During the year ended December 31, 2011 the conversion option expired and the Company defaulted on the Loan.

On June 14, 2012, the Lenders signed the CSA whereby they agreed not to take any steps or actions to exercise their rights and remedies against the Company until the expiration of a standstill period, subject to various clauses. In consideration for the CSA the Lenders were provided a contingent success fee in addition to amounts due and payable to the Lenders under the Loan of 20% of the value of the Loan (Note 18).

	<b>September 30, 2013</b>	December 31, 2012
<b>Liability component, beginning and end of period</b>	<u>\$30,000</u>	<u>\$30,000</u>

As at September 30, 2013, the loan was still in default and outstanding and carried an amount owing of \$9,481 (December 31, 2012 - \$6,403) in accrued interest.

## 9. DERIVATIVE FINANCIAL LIABILITIES

The share purchase warrants issued with foreign currency exercise prices (all being denominated in the Canadian dollar (C\$)) as at September 30, 2013 and December 31, 2012 were as follows:

	<b>Warrants (000)</b>	<b>Weighted Average Exercise Price (C\$)</b>	<b>Financial Liability</b>
<b>Balance, January 1, 2012</b>	132,967	3.03	\$-
Warrants expired	(102,967)	(4.11)	-
<b>Balance, December 31, 2012</b>	30,000	0.40	-
Warrants expired	(30,000)	(0.40)	-
<b>Balance, September 30, 2013</b>	<u>-</u>	<u>-</u>	<u>\$-</u>

During the year ended December 31, 2012, the 30,000,000 share-purchase warrants were extended for 12 months to January 10, 2013 as their new expiry date. The company attributed \$nil to the value of the share purchase warrants on the extension to the new expiry date, due to the significant difference in exercise price relative to the market price.

During the nine months ended September 30, 2013, the 30,000,000 share purchase warrants expired unexercised.

## 10. EQUITY

### a. Authorized Share Capital of the Company

Unlimited number of common shares without par value.

### b. Issued Capital

	Number of Shares (000)	Amount
<b>Balance, January 1, 2012</b>	530,121	\$736,283
Shares issued pursuant to Gold Reserve Settlement	2,500	102
<b>Balance, December 31, 2012</b>	532,621	736,385
<b>Balance, September 30, 2013</b>	532,621	\$736,385

### c. Share-based Payments

On September 9, 2013, the Company adopted a fixed share option plan available to its directors, officers, consultants and key employees. The option plan reserves for issuance, pursuant to the exercise of share options, a maximum of 53,250,000 common shares. Options are non-transferable and may have a term of up to 10 years from the date of issue. Amount of options, vesting terms, conditions and exercise price are determined by the board of directors at the time of grant.

The following share options were outstanding and exercisable at September 30, 2013:

Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Options Outstanding (000)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Options Outstanding and Exercisable (000)	Weighted Average Exercise Price
C\$0.05	12,930	C\$0.05	9.26	12,930	C\$0.05
C\$0.14	8,650	C\$0.14	3.30	8,650	C\$0.14
C\$0.20 – C\$0.27	3,290	C\$0.20	6.93	3,290	C\$0.20
C\$0.60	11,000	C\$0.60	5.56	11,000	C\$0.60
C\$1.31 – C\$1.55	11,125	C\$1.31	4.74	11,125	C\$1.31
C\$2.12 – C\$2.30	4,550	C\$2.22	4.03	4,550	C\$2.22
\$3.00	1,500	\$3.00	3.10	1,500	\$3.00
	53,045	\$0.71	5.80	53,045	\$0.71



## 10. EQUITY (Continued)

Share option transactions are summarized as follows:

	Number of Options (000)	Weighted Average Exercise Price
<b>Outstanding, January 1, 2012</b>	42,340	\$0.99
Granted	11,000	0.14
Forfeited	(4,425)	0.41
<b>Outstanding, December 31, 2012</b>	48,915	0.87
Granted	10,700	0.05
Cancelled	(6,570)	0.66
<b>Outstanding, September 30, 2013</b>	<b>53,045</b>	<b>\$0.71</b>

No share options were exercised during the nine months ended September 30, 2013.

On September 9, 2013, the Company re-priced a total of 2,230,000 share options to non-insiders from their original exercise prices to a new exercise price of C\$0.05. The following share options were repriced:

Number of Options (000)	Original Grant Date	Original Exercise Price
170	June 27, 2008	C\$0.20
150	April 24, 2009	C\$0.20
1,460	September 2, 2010	C\$0.20
450	January 19, 2012	C\$0.14

Using the Black-Scholes Option-Pricing model, the incremental increase in fair value of the re-pricing was \$18, which was recorded as share-based compensation in the statement of comprehensive income (loss) using the following assumptions:

<b>Assumptions</b>	<b>2013</b>
Dividend yield	0%
Annualized volatility	75.0%
Risk-free interest rate	2.05 – 2.63%
Expected life (years)	3.4 – 7.0
<b>Weighted average fair value per option</b>	<b>\$0.01</b>

On September 9, 2013, the Company granted 10,700,000 share options with an exercise price of C\$0.05 and an expiry date of September 9, 2023. The fair value of the share options issued was \$255 and was estimated on the date of grant using the Black-Scholes Option-Pricing model with the weighted average assumptions noted below.

On January 19, 2012, the Company granted 11,000,000 share options with an exercise price of C\$0.14 and an expiry date of January 18, 2017. The fair value of the share options issued was \$827 and was estimated on the date of grant using the Black-Scholes Option-Pricing model with the weighted average assumptions noted below.

<b>Assumptions</b>	<b>2013</b>	2012
Dividend yield	0%	0%
Annualized volatility	75.0%	63.4%
Risk-free interest rate	3.32%	1.31%
Expected life (years)	10.0	5.0
<b>Weighted average fair value per option</b>	<b>\$0.02</b>	<b>\$0.08</b>

## 10. EQUITY (Continued)

### d. Share Purchase Warrants Issued

The company had no share purchase warrants (denominated in US\$) outstanding as at September 30, 2013 or December 31, 2012.

There were 30,000,000 share purchase warrants outstanding and exercisable denominated in a foreign currency at December 31, 2012 (Note 9) which expired on January 10, 2013.

## 11. MINING OPERATING EXPENSES

	Three months ended		Nine months ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Raw materials	\$-	\$-	\$-	\$811
Salaries and employee benefits	-	-	-	4,297
Administrative expenses	-	-	-	779
Royalties and production taxes	-	-	-	297
Rental of machinery	-	-	-	1,184
Consulting fees	-	-	-	267
Tools and spare parts	-	-	-	324
Change in inventories	-	-	-	3,804
Write-off / Impairment of inventories	-	-	-	2,473
Impairment of prepaid expenses and deposits and receivables	-	-	-	7,700
Other	-	-	-	39
	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>	<u>\$21,939</u>

## 12. RECOVERIES FROM LITIGATION FUNDING

	Three months ended		Nine months ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Litigation costs	\$525	\$680	\$1,937	\$848
Recoveries (Note 18 (iv))	(525)	(795)	(1,937)	(795)
	<u>\$-</u>	<u>(\$115)</u>	<u>\$-</u>	<u>\$53</u>
General and administrative expense	\$593	\$1,386	\$1,948	\$5,662
Recoveries (Note 18 (iv))	(272)	(103)	(615)	(103)
	<u>\$321</u>	<u>\$1,283</u>	<u>\$1,333</u>	<u>\$5,559</u>

## 13. RELATED PARTY TRANSACTIONS

### a. Subsidiaries

As at September 30, 2013, the Company's subsidiaries were as follows:

<b>Name of Subsidiary</b>	<b>Location</b>	<b>Ownership</b>
Asterville International Corporation AVV	Aruba	100%
Balandria Limited	British Virgin Islands	100%
Carisma Corporation AVV	Aruba	100%
Cerenex Financial AVV	Aruba	100%
Corporacion 80.000 C.A.	Venezuela	100%
Corporacion Aurifera de El Callao C.A.	Venezuela	100%
Corporacion Cabello Galvez C.A.	Venezuela	100%
Corporacion Minera 11-90 C.A.	Venezuela	100%
Corporacion Minera 410879 C.A.	Venezuela	100%
Corporacion Minera 6560433 C.A.	Venezuela	100%
Corporacion Minera Choco 9 C.A.	Venezuela	100%
Corporacion Minera ECH1 C.A.	Venezuela	100%
Corporacion Minera ECH2 C.A.	Venezuela	100%
Corporacion Minera ECH3 C.A.	Venezuela	100%
Corporacion Minera ECH4 C.A.	Venezuela	100%
Corporacion Minera ECH5 C.A.	Venezuela	100%
Corporacion Minera Sor Teresita C.A.	Venezuela	100%
Cradock United Inc.	Panama	100%
Dotley Financial Corp.	Panama	100%
Drake-Bering Holdings BV	Netherlands	100%
El Callao Gold Mining Company	Delaware	100%
El Callao Gold Mining Company de Venezuela S.C.S.	Venezuela	50%
El Callao Holdings AVV	Aruba	100%
El Callao Holdings C.A.	Venezuela	100%
General Mining de Guayana C.A.	Venezuela	100%
Helvetia Corporation AVV	Aruba	100%
International Gold & Silver BV	Netherlands	100%
Inversiones Anseg C.A.	Venezuela	100%
Inversiones Fitzcarraldo C.A.	Venezuela	100%
Inversiones Goldwana C.A.	Venezuela	100%
Inversiones Mineras El Dorado SA	Panama	100%
Inversiones Vipago C.A.	Venezuela	100%
Inversiones Yuruan C.A.	Venezuela	100%
Inversora Maryate C.A.	Venezuela	100%
Inversora Tecnica de Minas C.A.	Venezuela	100%
Kryos Mining S.A.	Venezuela	100%
Lamin Laboreos Mineros C.A.	Venezuela	100%
Mena Resources Inc.	Canada	100%
Minera Rusoro Venezolana C.A.	Venezuela	50%
Minera Tapaya C.A.	Venezuela	100%
Minera Venrus C.A.	Venezuela	50%
Mineral Ecological Technology de Venezuela MET C.A	Venezuela	100%
Mineria MS C.A.	Venezuela	100%
Minoro Aruba AVV	Aruba	100%
Minplata Aruba AVV	Aruba	100%
Promotora Minera de Guayana, P.M.G., S.A.	Venezuela	95%
Promotora Minera de Venezuela S.A.	Venezuela	100%

### 13. RELATED PARTY TRANSACTIONS (Continued)

Name of Subsidiary	Location	Ownership
Prospecciones Mineras Prominca C.A.	Venezuela	100%
Proyectos Mineros del Sur, (PROMINSUR), C.A.	Venezuela	100%
Racal Investments AVV	Aruba	100%
Representaciones Carson Gold Int C.A.	Venezuela	100%
Right Angle Corporation AVV	Aruba	100%
Rusoro MH Acquisition	Canada	100%
Rusoro Mining de Venezuela C.A.	Venezuela	100%
Rusoro Mining (Panama) Inc.	Panama	100%
Tombstone Aruba AVV	Aruba	100%
Tombstone Exploracion de Mexico	Mexico	100%
Tombstone Nevada Inc.	Nevada	100%
Triway Corporation AVV	Aruba	100%
Valet Corporation AVVV	Aruba	100%
Venezuela Holdings (BVI) Ltd	British Virgin Islands	100%
Vicenza Corporation AVV	Aruba	100%

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of the transactions between the Company (including its subsidiaries) and other related parties are disclosed below.

#### b. Related Party Transactions

The nature of transactions undertaken and the relationships with related parties of the Company are as follows:

	Relationship with the Company	Nature of Transactions
Company A	An officer/director of the Company and a director of the Company are also an officer and director, respectively, of Company A.	Machinery and facilities rental and provision of general mining-related services.
Company B	A director of the Company is also a partner of Company B.	Provision of legal services.
Company C	A director of the Company is also an officer of Company C.	Provision of corporate administrative services.

The Company incurred the following fees and expenses in the normal course of operations in connection with companies owned by key management and directors. Expenses and transactions with related parties have been measured at the price agreed between the parties, which are determined on a cost recovery basis.

	Notes	Three months ended		Nine months ended	
		September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Provision of legal services	(a)	\$-	\$16	\$-	\$79
Provision of corporate administrative services	(b)	25	-	50	-
		<u>\$25</u>	<u>\$16</u>	<u>\$50</u>	<u>\$79</u>

a) Included in general and administrative expenses are professional fees paid to Company B for \$nil for the three and nine months ended September 30, 2013 (three and nine months ended September 30, 2012: \$16 and \$79, respectively), related to legal services.

b) Included in general and administrative expenses are professional fees paid to Company C for \$25 and \$50 for the three and nine months ended September 30, 2013, respectively (three and nine months ended September 30, 2012: \$nil), related to corporate administrative services.

### 13. RELATED PARTY TRANSACTIONS (Continued)

Included in accounts payable and accrued liabilities (Note 5) are amounts due to Company A, B, and C for \$557 (December 31, 2012: \$522). These amounts are unsecured, due on demand and non-interest bearing.

Included in accounts payable and accrued liabilities (Note 5) is \$536 (December 31, 2012: \$355) owed to the CEO of the Company for a non-interest bearing loan with no fixed maturity date. The loan is to be repaid with a contingent success fee upon successful completion of the litigation. As at September 30, 2013, litigation success is deemed to be indeterminable and \$nil has been accrued for the contingent success fee.

### 14. CAPITAL MANAGEMENT DISCLOSURES

The Company's capital management objectives are to safeguard the Company's ability to support its normal business requirements which mainly consist of its efforts to reach a compensation agreement with the Venezuelan government or an arbitration award before ICSID for the expropriation of its assets in Venezuela as a result of the Nationalization. In the management of capital, the Company includes the components of shareholders' equity (deficiency) excluding non-controlling interests, plus convertible loan, less cash and short-term investments.

As at September 30, 2013, capital, as defined above was a deficit of \$80,472 (December 31, 2012 - deficit of \$111,995).

The Company manages its capital structure and makes adjustments to it in light of changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage its capital requirements, the Company plans its funding needs in advance to ensure the Company has liquidity to meet its objectives.

### 15. SUPPLEMENTAL CASH FLOW INFORMATION

	Nine months ended	
	September 30, 2013	September 30, 2012
<b>CHANGES IN NON-CASH WORKING CAPITAL ITEMS</b>		
Receivables	\$589	\$2,954
Inventories	-	3,804
Prepaid expenses and deposits	-	781
Accounts payable and accrued liabilities	3,409	10,469
Decommissioning and restoration provision	-	(165)
Other current provision	-	(1,435)
	<b>\$3,998</b>	<b>\$16,408</b>
<b>CHANGES IN NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Share portion of Gold Reserve Settlement	-	\$102
Loss capitalized in mineral properties for increase in allowance for doubtful recovery of receivables and prepaid expenses and deposits	-	\$1,541

## 16. SEGMENTED INFORMATION

The Company's reportable operating segment for the three and nine months ended September 30, 2013, and three months ended September 30, 2012 includes primarily Corporate results as the Company ceased to operate in Venezuela as a result of the Nationalization (Note 1). The Company conducted a sole transaction in Venezuela relating to the recovery of Value Added Taxes ("VAT") from the Venezuelan tax authority (Note 3).

The Company's reportable operating segments for the nine months ended September 30, 2012 include the previously operating Choco Mine and Isidora Mine, the aggregate of mineral properties, which are comprised of exploration and evaluation assets as well as development stage properties, and Corporate as the Company was still operating in Venezuela through March 14, 2012 (Note 1). During this period all operating segment assets, liabilities, revenue and expenses for this period relate to Venezuela except for Corporate operating segment assets and expenses, which relate to Canada. The following amounts are presented net of intercompany transactions where applicable.

	<b>Nine months ended September 30, 2012</b>				
	<b>Choco Mine</b>	<b>Isidora Mine</b>	<b>Exploration, Evaluation and Development</b>	<b>Corporate</b>	<b>Total</b>
Revenues	\$3,578	\$1,348	\$-	\$-	\$4,926
Mining operating expenses	(12,742)	(9,197)	-	-	(21,939)
Share-based compensation expense	-	-	-	(827)	(827)
General and administrative	-	-	(1,695)	(3,864)	(5,559)
Foreign exchange (loss) gain	(1,445)	302	196	(22)	(969)
Interest on convertible loan	-	-	-	(2,539)	(2,539)
Interest on gold sale contract	-	-	-	(973)	(973)
Loss on revaluation of gold sale contract	-	-	-	(1,627)	(1,627)
Loss on repatriation of monetary assets	-	-	-	(534)	(534)
Litigation costs, net of recoveries	-	-	-	(53)	(53)
Impairment loss	-	-	(4,019)	-	(4,019)
Settlement of Gold Reserve litigation	-	-	-	(356)	(356)
Other income (expenses)	-	-	(213)	-	(213)
Loss from operations	<u>(\$10,609)</u>	<u>(\$7,547)</u>	<u>(\$5,731)</u>	<u>(\$6,748)</u>	<u>(\$34,682)</u>
Capital asset expenditures	<u>\$-</u>	<u>\$-</u>	<u>\$13,218</u>	<u>\$</u>	<u>\$13,218</u>

During the nine months ended September 30, 2012, the Company had sales of \$4.9 million with only one customer. There were no sales in 2013.

## 16. SEGMENTED INFORMATION (Continued)

The Company's geographic segment information is as follows:

September 30, 2013					
	Choco Mine	Isidora Mine	Exploration, Evaluation and Development	Corporate	Total
<b>Assets</b>					
Current assets	\$-	\$-	\$-	\$724	\$724
<b>Liabilities</b>					
Current liabilities	\$59,666	\$16,484	\$15,791	\$40,935	\$132,876

December 31, 2012					
	Choco Mine	Isidora Mine	Exploration, Evaluation and Development	Corporate	Total
<b>Assets</b>					
Current assets	\$-	\$-	\$-	\$1,654	\$1,654
<b>Liabilities</b>					
Current liabilities	\$87,419	\$24,151	\$23,136	\$30,473	\$164,179

## 17. JOINT VENTURE INTEREST

On July 4, 2008, the Company entered into an agreement ("the Mixed Enterprise Agreement") with MIBAM to create a mixed enterprise. Pursuant to the Mixed Enterprise Agreement, Minera Venrus C.A. ("Venrus C.A."), a Venezuelan corporation was incorporated on December 23, 2008, and is 50% owned by the Company and 50% owned by Empresa de Producción Social Minera Nacional, C.A. (a Venezuelan government entity). Up to March 14, 2012, the Company conducted a portion of its business through this joint venture under which the joint venture participants are bound by the articles of incorporation of Venrus C.A. The Company recorded its 50% proportionate share of assets, liabilities, revenues, and operating costs of the joint venture. Due to the Nationalization on March 14, 2012 the Company lost its mining concessions operated by the joint venture hence the Company lost any control or influence over the management of the operations of Venrus C.A.

The following details the Company's share of its investment in the joint venture that has been proportionately consolidated:

	September 30, 2013	December 31, 2012
<b>Liabilities</b>		
Current liabilities	\$16,484	\$24,151

## 17. JOINT VENTURE INTEREST (Continued)

	Three months ended		Nine months ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Revenues	\$-	\$-	\$-	\$1,348
Expenses	-	-	-	(9,197)
Foreign exchange loss	-	-	-	302
<b>Net loss</b>	<b>\$-</b>	<b>\$-</b>	<b>\$-</b>	<b>(\$7,547)</b>

## 18. COMMITMENTS AND CONTINGENCIES

### a. Commitments

The Company has no general and administrative commitments as at September 30, 2013.

### b. Contingencies

#### i. Gold Reserve Lawsuit

On September 25, 2012, the Company obtained an order from the Ontario Superior Court of Justice dismissing the legal action brought by Gold Reserve against the Company, and the counterclaim brought by the Company against Gold Reserve. On October 11, 2012 the Company paid \$255 (C\$250) cash to Gold Reserve and the Company issued common shares with a value of C\$100 (2,500,000 common shares at fair value of \$0.04 per share) (Note 10).

The Company also issued a conditional promissory note in the amount of C\$1.000 as required per the Settlement. The promissory note will only become due and payable in the event that the Company is successful in the litigation it has commenced against the Venezuelan government seeking compensation for the Nationalization. The promissory note and any payment due under it shall be subordinate and postponed in right of payment to (a) the rights of the Funder (as defined in the Creditors and Shareholders Agreement dated June 14, 2012, and a Litigation Funding Agreement dated May 8, 2012, and (b) the rights of the Funder and Freshfields Bruckhaus Deringer US LLP under a Priorities Agreement dated June 14, 2012. No value has been accrued for the promissory note as at September 30, 2013, as litigation success is deemed indeterminable.

#### ii. Non-compliance

During June 2010, the Company entered into transactions in the normal course of operations that were not in compliance with certain Venezuelan laws and regulations. As a result of this non-compliance, the Company may be subject to fines to a maximum of \$19,600 and/or denial of the Company's ability to generate revenues. No amount has been accrued in these consolidated financial statements in connection with this matter since the outcome cannot be determined at this time. Also, based on the information currently available, an estimate of financial impact cannot be reasonably made.

#### iii. Other Matters

The Company is involved in various claims and litigation arising in the normal course of business. While the outcome of these matters is uncertain and there can be no assurance that such matters will be resolved in the Company's favor, the Company does not currently believe that the outcome of adverse decisions in any pending or threatened proceedings related to these and other matters or any amount which it may be required to pay by reason thereof would have a material impact on its consolidated statement of financial position, statement of comprehensive income (loss) or statement of cash flows. Based on the information currently available, estimates of financial impact cannot be reasonably made.



## **18. COMMITMENTS AND CONTINGENCIES (Continued)**

### *iv. Litigation Funding Agreement*

Under the terms of the privileged Litigation Funding Agreement, the Company has given certain warranties and covenants to the Funder. In consideration for the provision of arbitration financing, Rusoro has agreed to pay to the Funder a portion of any final settlement of the arbitration claim against the Respondent (the "Funder's Fee"). The Funder's Fee shall only become payable upon a final settlement of the arbitration claim and the value of the Funder's Fee is dependent upon a number of variables including the value of any settlement and the length of time taken to reach a settlement. The agreement also provides that the amount of the Funder's Fee shall not exceed the amount of the aggregate proceeds of the arbitration claim under any circumstances.

For the nine months ended September 30, 2013, the Funder had approved \$2,552 (September 30, 2012: \$898) in payments to the Company and its vendors which are net against the respective expenses on the Statements of Comprehensive Loss (see Note 16 for details of funding recoveries). Of this balance, \$664 (September 30, 2012: \$1,253) was receivable at the end of the period and was subsequently collected after the period. As at September 30, 2013 litigation success is deemed to be indeterminable and \$nil has been accrued for the Funder's Fee.

### *v. Contingent Success Fees*

In addition to the Litigation Funding Agreement the Company has also provided contingent success fees to select stakeholders, including the Lenders of the Convertible Loan and the board of directors and management of the Company, in consideration for their discounted services or forgiveness of select obligations. The terms, clauses, and priority of the contingent fee agreements are varied, but generally provide each party a contingent success fee based on successful outcome of the litigation. Management estimates the aggregate potential exposure related to these contingent success fees will not exceed 15% of the potential award. As at September 30, 2013 litigation success is deemed to be indeterminable and \$nil has been accrued.

### *vi. Trust and Contribution Agreements*

The Company is a party to a trust agreement and a contribution agreement whereby it has agreed to pay to a trust established for members of management and the executive committee of the board of directors, a success fee upon the completion of a transaction or series of transactions. For the purposes of the contribution agreement, a "Transaction" is defined as: (a) any merger, consolidation, reorganization, recapitalization, restructuring, leveraged buyout, business combination, or any transaction pursuant to which the Company is acquired by or combined with a third party; or (b) the acquisition by a third party of any assets or operations of the Company, or any outstanding shares of the Company; or (c) a sale or spin-off of any material assets, of 5% or more of the capital stock of any subsidiary of the Company, or any transaction which has the effect of altering the capitalization of the Company. Where a change in control accompanies the Transaction, the success fee will be equal to 1% of the aggregate transaction value as defined in the contribution agreement. If the Transaction involves the acquisition of less than 50% of the voting power of the then outstanding Company's shares, then the success fee will be equal to 0.5% of the aggregate transaction value. As at September 30, 2013 none of the Transaction criteria had been met and \$nil had been paid to the Trust.

On October 9, 2012, the Company entered into a trust agreement and a contribution agreement whereby it has agreed to pay to a trust established for the board of directors and management of the Company a success fee if the Company is successful in legal proceedings (the "Proceedings") it has commenced against the Venezuelan Government to obtain compensation for the nationalization of the Company's gold assets in Venezuela.

## 18. COMMITMENTS AND CONTINGENCIES (Continued)

If the Company is successful in the Proceedings, the success fee will be equal to 2% of the proceeds received by the Company in respect of the Proceedings. The trustees (the "Trustees") for the trust are independent directors and members of the compensation committee of the board of directors. The Trustees are empowered to allocate the success fee amongst the board of directors and management of the Company as they deem appropriate. As at September 30, 2013 none of the Proceedings criteria had been met and \$nil had been paid to the Trust.

## 19. FINANCIAL INSTRUMENTS

### a. Financial Assets and Liabilities

The Company's financial instruments consist of the following: cash, receivables, accounts payable and accrued liabilities, a convertible loan, and derivative financial liabilities in the form of share purchase warrants (as issued by the Company) with exercise prices denoted in a foreign currency (Note 9) and a gold delivery contract (Note 6).

The carrying amounts of cash, receivables and accounts payable and accrued liabilities are considered to be reasonable approximations of their fair values due to the short-term nature of these instruments. The gold delivery contract is marked to market at each reporting period based on the current spot price of gold and the number of gold ounces owing to the gold buyer (Note 6), and as such, is a reasonable approximation of the fair value. The share purchase warrants with exercise prices denoted in a foreign currency are carried at fair value on the consolidated financial statements. Management reviewed all significant financial instruments held by the Company and determined that no significant differences between fair value and carrying value existed as at September 30, 2013.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped into a hierarchy based on the degree to which the fair value is observable. Level 1 fair value measurements are derived from unadjusted, quoted prices in active markets for identical assets or liabilities. Level 2 fair value measurements are derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability directly or indirectly. Level 3 fair value measurements are derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

Financial liabilities at fair value as at September 30, 2013:

	Level 1	Level 2	Level 3	Total
Derivative financial liability – Gold contract	\$-	(\$10,587)	\$-	(\$10,587)
<b>Balance, September 30, 2013</b>	<b>\$-</b>	<b>(\$10,587)</b>	<b>\$-</b>	<b>(\$10,587)</b>

Financial liabilities at fair value as at December 31, 2012:

	Level 1	Level 2	Level 3	Total
Derivative financial liability – Gold contract	\$-	(\$12,220)	\$-	(\$12,220)
<b>Balance, December 31, 2012</b>	<b>\$-</b>	<b>(\$12,220)</b>	<b>\$-</b>	<b>(\$12,220)</b>

## 19. FINANCIAL INSTRUMENTS (Continued)

### b. Financial Instrument Risk Exposure

The Company thoroughly examines the various financial instrument risks to which it is exposed, and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by management. There have not been any significant changes from the previous period as to how these risks are reviewed and monitored by management. The types of financial instrument risk exposures and the objectives and policies for managing these risks exposures are described below.

#### i. Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. Management does not believe the Company is exposed to any significant concentration of credit risk. Management determines concentration by the percentage of cash and receivables owed by a single party.

The Company's exposure to credit risk on its C\$ and US dollar cash is limited by maintaining these assets with high credit quality financial institutions and investing in highly rated corporations and government issuances in accordance with its investment policy as approved by the board of directors. The Company is exposed to the credit risk of Venezuelan banks, which hold cash for the Company's Venezuelan operations. The Company limits its exposure to this risk by maintaining BsF cash balances to fund only the short-term needs of its Venezuelan subsidiaries.

The company's maximum exposure to credit risk is as follows:

	<b>September 30, 2013</b>	December 31, 2012
Cash and cash equivalents	\$1,024	\$380
Accounts receivable	676	1,265
	<u>\$1,700</u>	<u>\$1,645</u>

#### ii. Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its obligations associated with financial liabilities as they fall due. The Company manages liquidity risk by monitoring cash and other financial resources available to meet its maturing obligations.

The table below provides a summary of the contractual obligations and payments related to financial liabilities included in the consolidated statement of financial position as at September 30, 2013, all of which are current. The amounts disclosed are the contractual undiscounted cash flows.

	<b>2013</b>
Accounts payable and accrued liabilities	\$62,190
Interest on convertible loan	9,481
Convertible loan	30,000
Accrual for termination benefits	15,791
Derivative financial liability	10,587
	<u>\$128,049</u>

## 19. FINANCIAL INSTRUMENTS (Continued)

### iii. Market Risk

#### (a) Interest Rate Risk

Interest rate risk is the risk that the future cash flows and fair values of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company monitors its fair value exposure to interest rates and is comfortable with its exposure given the relatively short term of its convertible loan. As at September 30, 2013, a 1% increase in interest rates would decrease the fair value of convertible loan by \$nil and a 1% decrease in interest rates would increase the fair value of the convertible loan by \$nil, as the convertible loan is in default and is due immediately. In addition, a 1% increase in interest rates would decrease the fair value of the share purchase warrants with foreign currency exercise prices by \$nil and a 1% decrease in interest rates would increase the fair value of the share purchase warrants with foreign currency exercise prices by \$nil.

#### (b) Currency Risk

Currency risk is the risk that the value of the Company's financial instruments will fluctuate due to changes in foreign exchange rates. The Company is exposed to currency risk as the Company's financial assets and liabilities include items denominated in BsF and C\$.

Changes in the applicable exchange rate may result in a decrease or increase in foreign exchange gains or losses recognized in profit or loss. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The Company's Venezuelan operations and cash holdings are currently subject to currency and exchange controls. These government-imposed controls may adversely affect the Company as such controls limit the Company's ability to flow US dollars out of the country for US dollar operating and capital expenditures. As at September 30, 2013, the Company holds cash of \$987 (December 31, 2012: \$263) in BsF.

	<b>September 30, 2013</b>	
	<b>25% Increase in the BsF</b>	<b>25% Decrease in the BsF</b>
Net (loss) profit	(\$17,577)	\$14,062

  

	<b>September 30, 2013</b>	
	<b>10% Increase in the C\$</b>	<b>10% Decrease in the C\$</b>
Net (loss) profit	(\$3)	\$3

## 20. EARNINGS PER SHARE

The computation and reconciliation of basic and diluted earnings per share for the three and six months ended September 30, 2013 and 2012 are as follows:

	Three months ended		Nine months ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Net income (loss) used for basic and diluted EPS	(\$2,073)	(\$4,047)	\$31,085	(\$34,682)
Weighted average number of shares outstanding (000)	532,621	530,121	532,621	530,121
Weighted average number of shares for diluted EPS (000)	532,621	530,121	532,621	530,121
Basic and diluted profit (loss) per share	(\$0.01)	(\$0.01)	\$0.06	(\$0.07)

For purposes of computing diluted earnings per share, convertible debt and stock options that would have an anti-dilutive effect on the calculation of diluted earnings per share are excluded from the calculation. For the three and nine months ended September 30, 2013, 53,045,000 (September 30, 2012: 50,920,000) share options were excluded from the diluted earnings per share calculation. Convertible debt was excluded from the calculation in 2013 and 2012.