

# **DIOS EXPLORATION INC.**

## **UNAUDITED INTERIM FINANCIAL STATEMENTS**

**September 30, 2014**

### **Content**

<b>Interim Statement of Financial Position</b>	<b>2</b>
<b>Interim Statement of Comprehensive Income</b>	<b>3</b>
<b>Interim Statement of Changes in Equity</b>	<b>4</b>
<b>Interim Statement of Cash Flows</b>	<b>5</b>
<b>Notes to Interim Financial Statements</b>	<b>6-12</b>

The attached interim financial statements have been prepared by Dios Exploration Inc. and its external auditors have not reviewed these unaudited financial statements.

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**DIOS EXPLORATION INC.**  
**Interim Statement of Financial Position (unaudited)**

(Canadian dollars)

	Notes	September 30 2014	December 31 2013
		\$	\$
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents	5	260 806	316 474
Investments	6	106 524	56 568
Good and services tax receivable		8 329	37 713
Tax credits receivable		81 118	380 004
Prepaid expenses and deposit		1 825	-
		<b>458 602</b>	<b>790 759</b>
<b>Non-current</b>			
Exploration and evaluation assets	7	4 766 108	9 528 410
<b>Total assets</b>		<b>5 224 710</b>	<b>10 319 169</b>
<b>LIABILITIES</b>			
<b>Current</b>			
Trade and other payables		4 302	113 146
Other liabilities		-	45 000
<b>Total liabilities</b>		<b>4 302</b>	<b>158 146</b>
<b>EQUITY</b>			
Share capital	8.1	17 775 898	17 775 898
Contributed surplus		2 532 728	2 532 728
Deficit		(15 088 218)	(10 147 603)
<b>Total equity</b>		<b>5 220 408</b>	<b>10 161 023</b>
<b>Total liabilities and equity</b>		<b>5 224 710</b>	<b>10 319 169</b>

The accompanying notes are an integral part of the interim financial statements

These financial statements were approved and authorized for issue by the Board of Directors on November 24, 2014

*(s) Marie-José Girard*

Marie-José Girard  
 Director

*(s) René Lacroix*

René Lacroix  
 Director

**DIOS EXPLORATION INC.**  
**Interim Statement of Comprehensive Income (unaudited)**

(Canadian dollars)

	Notes	Three-month period ended		Nine-month period ended	
		September 30		September 30	
		2014	2013	2014	2013
		\$	\$	\$	\$
<b>EXPENSES</b>					
Salaries and employee benefits expense	9.1	7 804	27 777	28 970	146 654
Trustees, registration fees and shareholders relations		3 146	2 633	24 138	20 634
Professional fees		-	2 155	27 492	33 925
Offices expenses		1 249	1 772	5 587	10 498
Insurance, taxes and permits		1 826	2 108	7 435	8 409
Publicity, travel and promotion		264	4 534	3 073	7 675
Write-off of exploration and evaluation assets		-	-	4 949 524	-
Bank charges		(23)	148	648	(80)
<b>OPERATING INCOME</b>		<b>14 266</b>	<b>41 127</b>	<b>5 046 867</b>	<b>227 715</b>
<b>OTHER REVENUES AND EXPENSES</b>					
Finance income	10	762	881	1 785	6 294
Loss on disposal of investments		(838)	-	(838)	(6 168)
Change in fair value of listed shares		20 348	(5 290)	60 305	(22 240)
		<b>20 272</b>	<b>(4 409)</b>	<b>61 252</b>	<b>(22 114)</b>
<b>INCOME (LOSS) BEFORE INCOME TAXES</b>		<b>6 006</b>	<b>(45 536)</b>	<b>(4 985 615)</b>	<b>(249 829)</b>
Deferred income taxes		-	-	45 000	-
<b>NET INCOME (LOSS) AND COMPREHENSIVE INCOME</b>		<b>6 006</b>	<b>(45 536)</b>	<b>(4 940 615)</b>	<b>(249 829)</b>
<b>NET EARNINGS (LOSS) PER SHARE</b>					
Basic and diluted earnings (loss) per share	11	<b>0.001</b>	<b>(0.001)</b>	<b>(0.12)</b>	<b>(0.006)</b>

The accompanying notes are an integral part of the interim financial statements

**DIOS EXPLORATION INC.**  
**Interim Statement of Changes in Equity (unaudited)**

(Canadian dollars)

	Note	Share capital		Contributed	Deficit	Total equity
		Number of shares	\$	surplus \$	\$	\$
Balance at January 1, 2014		40 070 961	17 775 898	2 532 728	(10 147 603)	10 161 023
Net loss for the period		-	-	-	(4 940 615)	(4 940 615)
Balance at September 30, 2014		40 070 961	17 775 898	2 532 728	(15 088 218)	5 220 408
Balance at January 1, 2013		39 170 961	17 730 898	2 418 477	(9 872 772)	10 276 603
Net loss for the period		-	-	-	(249 829)	(249 829)
Share-based payments	9.2	-	-	104 624	-	104 624
Balance at September 30, 2013		39 170 961	17 730 898	2 523 101	(10 122 601)	10 131 398

The accompanying notes are an integral part of the financial statements

**DIOS EXPLORATION INC.**  
**Interim Statement of Cash Flows (unaudited)**

(Canadian dollars)

		<b>Nine-month period ended</b>	
		<b>September 30</b>	
Notes	<b>2014</b>	<b>2013</b>	
	<b>\$</b>	<b>\$</b>	
<b>OPERATING ACTIVITIES</b>			
Net loss	<b>(4 940 615)</b>	(249 829)	
Adjustments			
Share-based payments	-	104 624	
Change in fair value of listed shares	<b>(60 305)</b>	22 240	
Loss on sale of investments	<b>838</b>	6 168	
Write-off of exploration and evaluation assets	<b>7 4 949 524</b>	-	
Deferred income taxes	<b>(45 000)</b>	-	
Changes in working capital items	<b>12 (81 285)</b>	(111 546)	
Cash flows from operating activities	<b>(176 843)</b>	(228 343)	
<b>INVESTING ACTIVITIES</b>			
Sale of Investments	<b>9 510</b>	609 289	
Tax credits and credit on duties received	<b>344 419</b>	488 084	
Additions to exploration and evaluation assets	<b>(232 754)</b>	(436 628)	
Cash flows from investing activities	<b>121 175</b>	660 745	
<b>FINANCING ACTIVITIES</b>			
Issuance of shares by private placement	-	-	
Issuance cost of shares	-	-	
Exercise of options	-	-	
Cash flows from financing activities	-	-	
<b>Net change in cash and cash equivalents</b>	<b>(55 668)</b>	432 402	
<b>Cash and cash equivalents, beginning of period</b>	<b>316 474</b>	119 547	
<b>Cash and cash equivalents, end of period</b>	<b>260 806</b>	551 949	
<b>Supplemental disclosure</b>			
Interests income cashed (operating activities)	<b>1 785</b>	20 584	

Additional information - Cash Flows- note 12

The accompanying notes are an integral part of the interim financial statements

# **DIOS EXPLORATION INC.**

## **Notes to Interim Financial Statements**

### **For the nine-month period ended September 30, 2014 (unaudited)**

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(Canadian dollars)

#### **1. NATURE OF OPERATIONS AND CORPORATE INFORMATION**

Dios Exploration Inc. (the "Company") is an exploration company with activities in Canada.

#### **2. GOING CONCERN ASSUMPTION**

The financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) and on the basis of the going concern assumption, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

Given that the Company has not yet determined whether its mineral properties contain mineral deposits that are economically recoverable, the Company has not yet generated income nor cash flows from its operations. As at September 30, 2014, the Company has a deficit of \$15 088 218 (\$10,147,603 as at December 31, 2013). These material uncertainties cast significant doubt regarding the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to raise additional financing to further explore its mineral properties. Even if the Company has been successful in the past in doing so, there is no assurance that it will manage to obtain additional financing in the future.

The carrying amounts of assets, liabilities, revenues and expenses presented in the financial statements and the classification used in the statement of financial position have not been adjusted as would be required if the going concern assumption was not appropriate.

#### **3. SUMMARY OF ACCOUNTING POLICIES**

##### **Basis presentation**

These interim financial statements of the Company were prepared in accordance with IFRS, as issued by the International Accounting Standards Board (IASB) under International Accounting Standard (IAS) 34 - Interim Financial Reporting. These interim financial statements were prepared using the same basis of presentation, accounting policies and methods of computations outlined in Note 4, SUMMARY OF ACCOUNTING POLICIES as described in our financial statements for the year ended December 31, 2013. The interim financial statements do not include all of the notes required in annual financial statements.

##### **Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company**

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have an impact on the Company's financial statements.

##### *IFRS 9 Financial instruments*

In July 2014, the IASB published IFRS 9 which replaces IAS 39, Financial Instruments: Recognition and Measurement (IAS 39). IFRS 9 introduces improvements which include a logical model for classification and measurement of financial assets, a single, forward-looking "expected loss" impairment model and a substantially-reformed approach to hedge accounting. IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018. Earlier application is permitted. The Company has yet to assess the impact of this new standard on its financial statements.

##### *IFRIC 21, Levies*

IFRIC 21 provides guidance on accounting for levies in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets. The interpretation defines a levy as an outflow from an entity imposed by a government in accordance with legislation and confirms that an entity recognizes a liability for a levy only when the triggering event specified in the legislation occurs. Management's analysis is that IFRIC 21 did not have a material impact on the interim financial statements.

# **DIOS EXPLORATION INC.**

## **Notes to Interim Financial Statements**

### **For the nine-month period ended September 30, 2014 (unaudited)**

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(Canadian dollars)

#### **4. JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

When preparing the financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

##### **Significant management judgements**

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the financial statements.

##### **Recognition of deferred income tax assets and measurement of income tax expense**

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgment. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

##### **Going concern**

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year and to fund planned and contractual exploration programs, involves judgments based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances. See Note 2 for more information.

##### **Estimation uncertainty**

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

##### **Impairment of exploration and evaluation assets**

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and interpretations in many cases.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated.

In assessing impairment, the Company must make some estimates and assumptions regarding future circumstances, in particular, whether an economically viable extraction operation can be established, the probability that the expenses will be recover from either future exploitation or sale when the activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Company's capacity to obtain financial resources necessary to complete the evaluation and development and to renew permits. Estimates and assumptions may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

For the quarter ended June 30, 2014, the Company has decided to write-off the Hotish and Shipshaw mining properties for a total of \$4,949,524 due to uncertain potential of uranium exploration in Quebec and the relevance to continue the exploration of Shipshaw property. No reversal of impairment losses has been recognized for the reporting periods.

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

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own share, the probable life of share options granted and the time of exercise of those share options. The model used by the Company is the Black-Scholes valuation model.

##### **Tax credits receivable**

The calculation of the Company's refundable tax credit on qualified exploration expenditure incurred and refundable tax credit involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until a notice of assessment has been issued by the relevant taxation authority and payment has been received. Difference arising between the actual results following final resolution of some of these items and the assumptions made could necessitate adjustments to the refundable tax credit and refundable tax credit, exploration and evaluation assets, and income tax expense in future periods.

**DIOS EXPLORATION INC.**  
**Notes to Interim Financial Statements**  
**For the nine-month period ended September 30, 2014 (unaudited)**

(Canadian dollars)

**5. CASH AND CASH EQUIVALENTS**

	<b>September 30, 2014</b>	December 31, 2013
	\$	\$
Cash at bank (Bank overdraft) and in hand	<b>(13 222)</b>	(18 383)
Monetary fund	<b>274 028</b>	334 857
	<b>260 806</b>	316 474

As at September 30, 2014, cash and cash equivalents include monetary fund bearing interest at 0.8%, cashable anytime without any penalties

**6. INVESTMENTS**

	<b>September 30, 2014</b>	December 31, 2013
	\$	\$
Current		
Shares listed	<b>106 524</b>	56 568

**7. EXPLORATION AND EVALUATION ASSETS**

MINING RIGHTS

	January 1, 2014	Additions	Write-off	September 30, 2014
<b>QUEBEC</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
33 Carats	663 577	6 223	-	<b>669 800</b>
14 Carats	110 270	-	-	<b>110 270</b>
Hotish	343 647	-	(343 647)	-
Solo-K2	10 638	4 318	-	<b>14 956</b>
Pontax	12 500	-	-	<b>12 500</b>
Shipshaw	216 172	1 039	(217 211)	-
Shadow	88 722	1 778	-	<b>90 500</b>
LeCaron	231 868	2 032	-	<b>233 900</b>
AU33 ouest	73 681	20 321	-	<b>94 002</b>
	1 751 075	35 711	(560 858)	<b>1 225 928</b>

EXPLORATION

	January 1, 2014	Additions	Write-off	Tax credits	September 30, 2014
<b>QUEBEC</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
33 Carats	2 110 480	49 911	-	(11 991)	<b>2 148 400</b>
14 Carats	333 140	-	-	-	<b>333 140</b>
Hotish	3 487 922	-	(3 487 922)	-	-
Solo-K2	40 799	11 240	-	(2 639)	<b>49 400</b>
Pontax	3 417	-	-	-	<b>3 417</b>
Shipshaw	896 449	4 295	(900 744)	-	-
Shadow	312 555	11 559	-	(2 714)	<b>321 400</b>
LeCaron	494 157	1 936	-	(455)	<b>495 638</b>
AU33 ouest	98 416	118 103	-	(27 734)	<b>188 785</b>
	7 777 335	197 044	(4 388 666)	(45 533)	<b>3 540 180</b>
<b>TOTAL</b>	<b>9 528 410</b>	<b>232 755</b>	<b>(4 949 524)</b>	<b>(45 533)</b>	<b>4 766 108</b>

During the interim period ending on June 30, 2014, management wrote-off the mining rights and exploration and evaluation expense for the Hotish and Shipshaw mining properties for a total of \$4,949,524 due to uncertain potential of uranium exploration in Quebec and the relevance to continue the exploration of Shipshaw property.

**DIOS EXPLORATION INC.**  
**Notes to Interim Financial Statements**  
**For the nine-month period ended September 30, 2014 (unaudited)**

(Canadian dollars)

**8. EQUITY**

**8.1 Share capital**

The share capital of the Company consists only of fully paid ordinary shares

**Authorized**

Unlimited number of common shares without par value, voting, participating, dividend as declared by the Board of Directors

	Number of shares	
	September 30, 2014	September 30, 2013
Shares issued and fully paid	40 070 961	39 170 961
Shares issued and fully paid at the beginning	40 070 961	39 170 961
Private placement	-	-
Acquisition of mining rights	-	-
Exercise of share options	-	-
Total shares issued and fully paid at the end	<u>40 070 961</u>	<u>39 170 961</u>

**9. EMPLOYEE REMUNERATION**

**9.1 Salaries and employee benefits expense**

	Three-month period ended September 30		Nine-month period ended September 30	
	2014	2013	2014	2013
	\$	\$	\$	\$
Salaries and benefits	49 567	79 730	146 653	241 424
Professional fee paid to an officer	5 675	5 550	22 975	31 250
Share-based payments	-	18 791	-	104 624
	<u>55 242</u>	<u>104 071</u>	<u>169 628</u>	<u>377 298</u>
Less: salaries capitalized in Exploration and evaluation assets	<u>(47 438)</u>	<u>(76 294)</u>	<u>(140 658)</u>	<u>(230 644)</u>
Salaries and employee benefits expense	<u>7 804</u>	<u>27 777</u>	<u>28 970</u>	<u>146 654</u>

**9.2 Share-based payments**

The Company has adopted share-based payment plan under which members of the Board of Directors may award options for ordinary shares to directors, officers, employees and consultants. The maximum number of shares issuable under the plan is 6,600,000. The maximum number of common shares which may be reserved for issuance to any one optionee may not exceed 5% of the common shares outstanding at the date of grant.

The exercise price of each option is determined by the Board of Directors and cannot be less than the market value of the ordinary shares on the day prior the award, and the term of the options cannot exceed five years. The options granted vest in stages over a period of 18 months after the grant date, at the rate of 15% per quarter, at the exception of 10%, which may be exercised from the date of the grant. For the options granted to a consultant, it vests in stages over a period of 12 months after the grant, at the rate of 25 % per quarter.

All share-based payments will be settled in equity. The Company has no legal or constructive obligation to repurchase or settle the options. The Company's share options are as follows for the reporting periods presented:

	Options	Weighted average exercise price \$
Outstanding as at December 31, 2013	4 220 000	0.23
Expired	(670 000)	0.15
Outstanding as at September 30, 2014	<u>3 550 000</u>	<u>0.25</u>
Exercisable as at September 30, 2014	<u>3 550 000</u>	<u>0.25</u>

No options were granted during the period ending September 30, 2014.

**DIOS EXPLORATION INC.**  
**Notes to Interim Financial Statements**  
**For the nine-month period ended September 30, 2014 (unaudited)**

(Canadian dollars)

**9.2 Share-based payments (continued)**

The table below summarizes the information related to share options as at June 30, 2014

Range of exercise price \$	Outstanding options		
	Number of options	Weighted average exercise price \$	Remaining life (years)
0.10 to 0.29	1 960 000	0.19	2.08
0.30 to 0.50	1 590 000	0.32	1.12
	<u>3 550 000</u>		

In total, no employee remuneration expense (all of which related to equity-settled share-based payment transactions) were included in profit or loss for the nine-month period ended September 30, 2014 (\$104 624 for the nine-month period ended September 30, 2013) and credited to Contributed surplus.

**10. FINANCE INCOME**

	Three-month period ended September 30		Nine-month period ended September 30	
	2014	2013	2014	2013
	\$	\$	\$	\$
Interest income from cash and cash equivalents	762	881	1 785	2 120
Interest income from guaranteed investment certificates	-	-	-	731
Interest income from other investments	-	-	-	3 443
Finance income	<u>762</u>	<u>881</u>	<u>1 785</u>	<u>6 294</u>

**11. LOSS PER SHARE**

The calculation of basic loss per share is based on the loss for the period divided by the weighted average number of shares in circulation during the period. In calculating the diluted loss per share, potential ordinary shares such as share options and warrants have not been included as they would have the effect of decreasing the loss per share. Decreasing the loss per share would be antidilutive. Details of share options issued that could potentially dilute earnings per share in the future are given in Note 9.2.

	Three-month period ended September 30		Nine-month period ended September 30	
	2014	2013	2014	2013
Net income (loss)	\$ 6,006	\$(45,536)	\$(4,940,615)	\$(249,829)
Weighted average number of shares in circulation	40 070 961	39 170 961	40 070 961	39 170 961
Basic and diluted earnings (loss) per share	\$0.001	\$(0.001)	\$(0.12)	\$(0.006)

There have been no other transactions involving ordinary shares between the reporting date and the date of authorization of these financial statements.

**12. ADDITIONAL INFORMATIONS – CASH FLOWS**

The changes in working capital items are detailed as follows:

	Nine-month period ended September 30	
	2014	2013
	\$	\$
Good and services tax receivable	29 384	23 781
Receivables	-	1 727
Prepaid expenses and deposit	(1 825)	(4 962)
Trade and other payables	(108 844)	(132 092)
	<u>(81 285)</u>	<u>(111 546)</u>

**DIOS EXPLORATION INC.**  
**Notes to Interim Financial Statements**  
**For the nine-month period ended September 30, 2014 (unaudited)**

(Canadian dollars)

**13. RELATED PARTY TRANSACTIONS**

**13.1 Transactions with key management personnel**

Key management personnel of the Company are members of the Board of Directors, as well as the president, the chief financial officer and the vice-president, exploration. Key management personnel remuneration includes the following expenses:

	Three-month period ended September 30		Nine-month period ended September 30	
	2014	2013	2014	2013
Short-term employee benefits	\$	\$	\$	\$
Salaries including bonuses and benefits	36 750	61 250	110 250	183 750
Professional fees	5 675	5 550	22 975	31 250
Social security costs	2 816	1 791	10 573	12 889
Total short-term employee benefits	45 241	68 591	143 798	227 889
Share-based payments	-	15 366	-	85 857
Total remuneration	45 241	83 957	143 798	313 746

An important part of the remuneration of the President and Vice-President Exploration has been allocated to Exploration and evaluation assets.

**13.2 Transactions with a related company**

During the period ended September 30, 2014, a company in which a director is an owner, charged geological fees amounting of \$11,654 recorded in Exploration and evaluation assets (\$0 for the period ended September 30, 2013).

**14. CAPITAL MANAGEMENT POLICIES AND PROCEDURES**

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern;
- to increase the value of the assets of the business; and
- to provide an adequate return to the shareholders.

These objectives will be achieved by identifying the right exploration projects, adding value to these projects and ultimately taking them through to production or sale and cash flow, either with partners or by the Company's own means. The Company monitors capital on the basis of the carrying amount of equity. Capital for the reporting periods under review is summarized in Note 8 and in the statement of changes in equity.

The Company sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares, or sell assets to reduce debt.

No changes were made in the objectives, policies and processes for managing capital during the reporting periods.

**15. CONTINGENCIES AND COMMITMENTS**

The Company is partially financed through the issuance of flow-through shares and, according to tax rules regarding this type of financing, the Company is engaged in realizing mining exploration work.

These tax rules also set deadlines for carrying out the exploration work, which must be performed no later than the earlier of the following dates:

- Two years following the flow-through placements;
- One year after the Company has renounced the tax deductions relating to the exploration work.

However, there is no guarantee that the Company's exploration expenses will qualify as Canadian exploration expenses, even if the Company is committed to taking all the necessary measures in this regard. Refusal of certain expenses by the tax authorities would have a negative tax impact for investors.

**DIOS EXPLORATION INC.**  
**Notes to Interim Financial Statements**  
**For the nine-month period ended September 30, 2014 (unaudited)**

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(Canadian dollars)

**15. CONTINGENCIES AND COMMITMENTS (continued)**

During the reporting period ended December 31, 2013, the Company received \$90,000 following flow-through placements for which the Company renounced tax deductions on December 31, 2013. The management is required to fulfill its obligations in the period of one year from the date of renouncement.

The balance of the flow-through financing in 2013 was spent in full on September 30, 2014. The Company has to dedicate these funds to the exploration of Canadian mining properties exploration.

**16. SUBSEQUENT EVENT**

On October 2, 2014, the Board of Directors of the Company has granted 1,250,000 options under its stock option incentive plan to directors, officers and employee, at an exercise price of \$0.15 per share. The options expire five (5) years from the date of grant.