

DIOS EXPLORATION INC.

UNAUDITED INTERIM FINANCIAL STATEMENTS

September 30, 2015

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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 2015	December 31 2014
		\$	\$
ASSETS			
Current			
Cash and cash equivalents	5	5 253	241 706
Listed shares		66 731	93 022
Good and services tax receivable		37 782	1 682
Tax credits receivable		168 223	99 816
Prepaid expenses and deposit		1 667	-
		279 656	436 226
Non-current			
Exploration and evaluation assets	6	5 079 192	4 794 103
Total assets		5 358 848	5 230 329
LIABILITIES			
Current			
Trade and other payables		129 755	3 626
Advance from an officer, from 1.99% to 4.0%, on demand	11	69 784	-
Other liabilities		6 225	7 286
Total liabilities		205 764	10 912
EQUITY			
Share capital	7.1	17 842 438	17 819 612
Contributed surplus		2 611 584	2 549 239
Deficit		(15 300 938)	(15 149 434)
Total equity		5 153 084	5 219 417
Total liabilities and equity		5 358 848	5 230 329

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 12, 2015

(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	
		2015	2014	2015	2014
		\$	\$	\$	\$
EXPENSES					
Employee benefits expense	8.1	21 204	7 804	87 300	28 970
Trustees, registration fees and shareholders relations		1 973	3 146	18 250	24 138
Professional fees		-	-	28 955	27 492
Offices expenses		801	1 249	2 638	5 587
Insurance, taxes and permits		1 666	1 826	7 024	7 435
Publicity, travel and promotion		201	264	3 249	3 073
Write-off of exploration and evaluation assets		-	-	-	4 949 524
Bank charges		129	(23)	483	648
OPERATING LOSS		25 974	14 266	147 899	5 046 867
OTHER REVENUES AND EXPENSES					
Finance costs		(389)	762	(489)	-
Finance income		113	(838)	872	1 785
Change in fair value of listed shares		(3 925)	20 348	(11 273)	59 467
		(4 201)	20 272	(10 890)	61 252
LOSS BEFORE INCOME TAXES		(30 175)	6 006	(158 789)	(4 985 615)
Deferred income taxes		-	-	7 285	45 000
NET LOSS AND COMPREHENSIVE LOSS		(30 175)	6 006	(151 504)	(4 940 615)
NET LOSS PER SHARE					
Basic and diluted loss per share	9	(0.001)	(0.001)	(0.004)	(0.12)

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	Number of shares to be issued	\$	\$	\$	\$
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, 2015		40 070 961	728 575	17 819 612	2 549 239	(15 149 434)	5 219 417
Shares issued by flow-through private placements		1 143 575	(728 575)	22 826	-	-	22 826
Net loss for the period		-	-	-	-	(151 504)	(151 504)
Share-based payments	8.2	-	-	-	62 345	-	62 345
Balance at September 30, 2015		41 214 536	-	17 842 438	2 611 584	(15 300 938)	5 153 084

The accompanying notes are an integral part of the financial statements

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

(Canadian dollars)

	Notes	Nine month period ended	
		September 30	
		2015	2014
		\$	\$
OPERATING ACTIVITIES			
Net loss		(151 504)	(4 940 615)
Adjustments			
Share-based payments		62 345	-
Change in fair value of listed shares		11 273	(59 467)
Write-off of exploration and evaluation assets		-	4 949 524
Deferred income taxes		(7 285)	(45 000)
Changes in working capital items	10	158 146	(81 285)
Cash flows from operating activities		<u>72 975</u>	<u>(176 843)</u>
INVESTING ACTIVITIES			
Disposal of listed shares		15 019	9 510
Tax credits received		55 955	344 419
Additions to exploration and evaluation assets		(409 452)	(232 754)
Cash flows from investing activities		<u>(338 478)</u>	<u>121 175</u>
FINANCING ACTIVITIES			
Issuance of shares by private placement		29 050	-
Cash flows from financing activities		<u>29 050</u>	<u>-</u>
Net change in cash and cash equivalents		(236 453)	(55 668)
Cash and cash equivalents, beginning of period		241 706	316 474
Cash and cash equivalents, end of period		5 253	260 806
Supplemental disclosure			
Interests income cashed (operating activities)		872	1 785

Additional information - Cash Flows- note 10

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, 2015 (unaudited)

(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 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, 2015, the Company has a negative cumulated retained deficit of \$15 300 938 (\$15 149 434 as at December 31, 2014). 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, 2014. 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 International Accounting Standards Board (IASB) aims to replace IAS 39 Financial Instruments: Recognition and Measurements in its entirety with IFRS 9. 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 not yet assessed the impact of this new standard on its financial statements.

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.

DIOS EXPLORATION INC.
Notes to Interim Financial Statements
For the nine-month period ended September 30, 2015 (unaudited)

(Canadian dollars)

4. JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

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 exit 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, meets 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.

There were no write-off of exploration and evaluation asset for the six-month period ended September 30, 2015. 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.

5. CASH AND CASH EQUIVALENTS

	September 30, 2015	December 31, 2014
Cash at bank (Bank overdraft) and in hand	\$ (2 752)	\$ 39 096
Monetary fund	8 005	202 610
	5 253	241 706

DIOS EXPLORATION INC.
Notes to Interim Financial Statements
For the nine-month period ended September 30, 2015 (unaudited)

(Canadian dollars)

5. CASH AND CASH EQUIVALENTS (continued)

The balance on flow-through financing not spent according to the restrictions imposed by the flow-through arrangements represents \$29 050 (\$51,000 as at December 31, 2014). Under the terms of this financing, the Company has to dedicate these funds to Canadian mining exploration.

As at September 30, 2015, cash and cash equivalents include monetary fund bearing interest at 0.8%, cashable anytime without any penalties.

6. EXPLORATION AND EVALUATION ASSETS

MINING RIGHTS

	January 1, 2015	Additions	September 30, 2015
QUEBEC	\$	\$	\$
33 Carats	677 547	4 096	681 643
14 Karats	112 683	512	113 195
Autish	1 150	-	1 150
Underdog	-	5 376	5 376
Solo-K2	14 956	4 594	19 550
Shipshaw	-	276	276
Shadow	90 500	1 408	91 908
LeCaron	233 900	896	234 796
AU33 ouest	94 102	768	94 870
	1 224 838	17 926	1 242 764

EXPLORATION

	January 1, 2015	Additions	Tax credits	September 30, 2015
QUEBEC	\$	\$	\$	\$
33 Carats	2 152 831	32 590	(10 352)	2 175 069
14 Karats	333 140	-	-	333 140
Solo-K2	52 428	20 382	(6 474)	66 336
Shadow	321 919	1 356	(431)	322 844
LeCaron	495 586	-	-	495 586
AU33 ouest	213 361	337 198	(107 106)	443 453
	3 569 265	391 526	(124 363)	3 836 428
TOTAL	4 794 103	409 452	(124 363)	5 079 192

7. EQUITY

7.1 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 Nine-month period ended	
	Sept. 30, 2015	Sept. 30, 2014
Shares issued and fully paid		
Shares issued and fully paid at the beginning	40 070 961	40 070 961
Shares to be issued as at December 31, 2014 issued during the period	728 575	-
private placement	415 000	-
Total shares issued and fully paid at the end	41 214 536	40 070 961

On January 6, 2015, the Company closed a non-brokered flow-through private placement for an aggregate proceeds of \$29,050 consisting of the issuance of 415,000 flow-through shares at a price of \$0.07 per share. An amount of \$22,825 was allocated to share capital and \$6,225 was attributed to other liabilities in the statement of financial position.

DIOS EXPLORATION INC.
Notes to Interim Financial Statements
For the nine-month period ended September 30, 2015 (unaudited)

(Canadian dollars)

8. EMPLOYEE REMUNERATION

8.1 Salaries and employee benefits expense

	Three-month period ended September 30		Nine-month period ended September 30	
	2015	2014	2015	2014
	\$	\$	\$	\$
Salaries and benefits	41 977	49 567	144 133	146 653
Professional fee paid to an officer	5 850	5 675	20 750	22 975
Share-based payments	14 720	-	62 345	-
	<u>62 547</u>	<u>55 242</u>	<u>227 228</u>	<u>169 628</u>
Less: salaries capitalized in Exploration and evaluation assets	(41 343)	(47 438)	(139 928)	(140 658)
Salaries and employee benefits expense	<u>21 204</u>	<u>7 804</u>	<u>87 300</u>	<u>28 970</u>

8.2 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, 2014	4 800 000	0.22
Issued	980 000	0.10
Expired	(670 000)	0.34
Outstanding as at September 30, 2015	5 110 000	0.18
Exercisable as at September 30, 2015	3 665 500	0.21

On July 17, 2015, the Company granted 980,000 options exercisable at \$0.10 to officers, directors and employees of the Company under its incentive stock option plan. The options have a term of five years and can be exercised gradually over a period of eighteen months.

No options were granted for the nine-month period ended September 30, 2014..

The weighted fair value of the granted options in 2015 of \$0.04 per option granted was determined using the Black-Scholes option pricing model and based on the following weighted average assumptions:

Average share price at date of grant	\$0.05
Expected dividends yield	0%
Expected weighted volatility	127%
Risk-free interest average rate	0.50%
Expected average life	5 years
Average exercise price at date of grant	\$0.10

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of five years. No special features inherent to the options granted were incorporated into measurement of fair value.

DIOS EXPLORATION INC.
Notes to Interim Financial Statements
For the nine-month period ended September 30, 2015 (unaudited)

(Canadian dollars)

8.2 Share-based payments (continued)

The table below summarizes the information related to share options as at September 30, 2015:

Range of exercise price \$	Outstanding options		
	Number of options	Weighted average exercise price	Remaining life (years)
0.10 to 0.29	4 190 000	\$ 0.16	3.15
0.30 to 0.50	920 000	\$ 0.30	0.58
	<u>5 110 000</u>		

In total, \$62,345 of 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, 2015 (\$0 for the nine-month period ended September 30, 2014) and credited to Contributed surplus.

9. 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 8.2.

	Three-month period ended September 30		Nine-month period ended September 30	
	2015	2014	2015	2014
Net loss	\$(30,175)	\$6,006	\$(151,504)	\$(4,940,615)
Weighted average number of shares in circulation	41 214 536	40 070 961	41 206 935	40 070 961
Basic and diluted loss per share	\$(0.001)	\$0.001	\$(0.004)	\$(0.12)

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

10. ADDITIONAL INFORMATIONS – CASH FLOWS

The changes in working capital items are detailed as follows:

	Nine-month period ended September 30	
	2015	2014
	\$	\$
Good and services tax receivable	(36 100)	29 384
Prepaid expenses and deposit	(1 667)	(1 825)
Trade and other payables	126 129	(108 844)
Advance from an officer	69 784	-
	<u>158 146</u>	<u>(81 285)</u>

DIOS EXPLORATION INC.
Notes to Interim Financial Statements
For the nine-month period ended September 30, 2015 (unaudited)

(Canadian dollars)

11. RELATED PARTY TRANSACTIONS

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	
	2015	2014	2015	2014
Short-term employee benefits	\$	\$	\$	\$
Salaries including bonuses and benefits	30 625	36 750	104 125	110 250
Professional fees	5 850	5 675	20 750	22 975
Social security costs	2 521	2 816	10 341	10 573
Total short-term employee benefits	38 996	45 241	135 216	143 798
Share-based payments	12 512	-	52 517	-
	<u>51 508</u>	<u>45 241</u>	<u>187 733</u>	<u>143 798</u>

As at September 30, 2015, advances from an officer amount to \$ 69,784, including accrued interest. These advances bear interest at rates ranging from 1.99% to 4%, being the interest rate paid by the officer to a financial institution. These advances are repayable on availability of liquidity.

12. 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 7 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.

13. 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, 2015 (unaudited)

(Canadian dollars)

13. CONTINGENCIES AND COMMITMENTS (continued)

During the reporting period ended December, 31, 2014, the Company received \$51,000 (\$90,000 for 2013) following flow-through placements for which the Company renounced tax deductions on December 31, 2014. The management is required to fulfill its obligations in the period of one year from the date of renouncement.

During the reporting period, the Company received \$29,050 following flow-through placements for which the Company will renounce tax deductions on December 31, 2015. The management is required to fulfill its obligations in the period of one year from the date of renouncement.

The balance on flow-through financing not spent represents \$29,050 at June 30, 2015. The Company has to dedicate these funds to the exploration of Canadian mining properties exploration.