DIOS EXPLORATION INC.

UNAUDITED INTERIM FINANCIAL STATEMENTS

June 30, 2015

Content

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

Box 114, P.O. NDG, Montreal QC H4A 3P4
Tel: 514-923-9123
email: mjgirard@diosexplo.com
web site: www.diosexplo.com

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

	Notes	June 30 2015	December 31 2014
		$	$
ASSETS			
Current			
Cash and cash equivalents	5	**166 873**	241 706
Listed shares		**70 657**	93 022
Good and services tax receivable		**2 463**	1 682
Tax credits receivable		**62 931**	99 816
Prepaid expenses and deposit		**3 332**	-
		306 256	436 226
Non-current			
Exploration and evaluation assets	6	**4 888 983**	4 794 103
Total assets		**5 195 239**	5 230 329
LIABILITIES			
Current			
Trade and other payables		**20 450**	3 626
Advance from an officer, 4.2%, on demand		**25**	-
Other liabilities		**6 225**	7 286
Total liabilities		**26 700**	10 912
EQUITY			
Share capital	7.1	**17 842 438**	17 819 612
Contributed surplus		**2 596 864**	2 549 239
Deficit		**(15 270 763)**	(15 149 434)
Total equity		**5 168 539**	5 219 417
Total liabilities and equity		**5 195 239**	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 August 27, 2015

(s) Marie-José Girard	*(s) René Lacroix*
Marie-José Girard	René Lacroix
Director	Director

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

(Canadian dollars)

	Notes	Three-month period ended June 30		Six-month period ended June 30	
		2015	2014	**2015**	2014
		$	$	**$**	$
EXPENSES					
Employee benefits expense	8.1	**25 169**	9 818	**66 096**	21 166
Trustees, registration fees and shareholders relations		**6 548**	13 970	**16 277**	20 992
Professional fees		**-**	892	**28 955**	27 492
Offices expenses		**992**	2 392	**1 837**	4 338
Insurance, taxes and permits		**1 902**	3 565	**5 358**	5 609
Publicity, travel and promotion		**337**	223	**3 048**	2 809
Write-off of exploration and evaluation assets		**-**	4 949 524	**-**	4 949 524
Bank charges		**269**	322	**454**	670
OPERATING INCOME		**35 217**	4 980 706	**122 025**	5 032 600
OTHER REVENUES AND EXPENSES					
Finance income		**336**	372	**758**	1 023
Change in fair value of listed shares		**11 261**	20 302	**(7 347)**	39 957
		11 597	20 674	**(6 589)**	40 980
LOSS BEFORE INCOME TAXES		**(23 620)**	(4 960 032)	**(128 614)**	(4 991 620)
Deferred income taxes		**108**	20 250	**7 285**	45 000
NET LOSS AND COMPREHENSIVE LOSS		**(23 512)**	(4 939 782)	**(121 329)**	(4 946 620)
NET LOSS PER SHARE					
Basic and diluted loss per share	9	**(0.001)**	(0.12)	**(0.003)**	(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 surplus	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		-	-	-	-	(4 946 620)	(4 946 620)
Balance at June 30, 2014		40 070 961	-	17 775 898	2 532 728	(15 094 223)	5 214 403
Balance at January 1, 2015		40 070 961	728 575	17 819 612	2 549 239	(15 149 434)	5 219 417
Shares isued by flow-through private placements		1 143 575	(728 575)	22 825	-	-	22 825
Net loss for the period		-	-	-	-	(121 329)	(121 329)
Share-based payments	8.2	-	-	-	47 625	-	47 625
Balance at June 30, 2015		41 214 536	-	17 842 437	2 596 864	(15 270 763)	5 168 538

The accompanying notes are an integral part of the financial statements

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

(Canadian dollars)

	Notes	Six-month period ended June 30 2015	2014
		$	$
OPERATING ACTIVITIES			
Net loss		**(121 329)**	(4 946 620)
Adjustments			
Share-based payments		**47 625**	-
Change in fair value of listed shares		**7 347**	(39 957)
Write-off of exploration and evaluation assets		**-**	4 949 524
Deferred income taxes		**(7 285)**	(45 000)
Changes in working capital items	10	**12 736**	(71 126)
Cash flows from operating activities		**(60 906)**	(153 179)
INVESTING ACTIVITIES			
Disposal of listed shares		**15 018**	-
Tax credits received		**55 955**	344 419
Additions to exploration and evaluation assets		**(113 950)**	(134 143)
Cash flows from investing activities		**(42 977)**	210 276
FINANCING ACTIVITIES			
Issuance of shares by private placement		**29 050**	-
Cash flows from financing activities		**29 050**	-
Net change in cash and cash equivalents		**(74 833)**	57 097
Cash and cash equivalents, beginning of period		**241 706**	316 474
Cash and cash equivalents, end of period		**166 873**	373 571
Supplemental disclosure			
Interests income cashed (operating activities)		**758**	1 023

Additional information - Cash Flows- note 10

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

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 June 30, 2015, the Company has a negative cumulated retained deficit of $15 270 763 ($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.

(Canadian dollars)

4. JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

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

Management continually evaluates the likehood 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 Compan'ys 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 June 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

	June 30, 2015	December 31, 2014
	$	$
Cash at bank (Bank overdraft) and in hand	**(13 310)**	39 096
Monetary fund	**180 183**	202 610
	166 873	241 706

(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 June 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	June 30, 2015
QUEBEC	$	$	**$**
33 Carats	677 547	3 456	**681 003**
14 Karats	112 683	512	**113 195**
Autish	1 150	-	**1 150**
Solo-K2	14 956	4 594	**19 550**
Shadow	90 500	1 408	**91 908**
LeCaron	233 900	-	**233 900**
AU33 ouest	94 102	768	**94 870**
	1 224 838	10 738	**1 235 576**

EXPLORATION

	January 1, 2015	Additions	Tax credits	June 30, 2015
QUEBEC	$	$	$	**$**
33 Carats	2 152 831	32 590	(6 022)	**2 179 399**
14 Karats	333 140	-	-	**333 140**
Solo-K2	52 428	20 382	(3 766)	**69 044**
Shadow	321 919	1 355	(251)	**323 023**
LeCaron	495 586	-	-	**495 586**
AU33 ouest	213 361	48 886	(9 032)	**253 215**
	3 569 265	103 213	(19 071)	**3 653 407**
TOTAL	4 794 103	113 951	(19 071)	**4 888 983**

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 Six-month period ended	
Shares issued and fully paid	June 30, 2015	June 30, 2014
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.

(Canadian dollars)

8. EMPLOYEE REMUNERATION

8.1 Salaries and employee benefits expense

	Three-month period ended June 30		Six-month period ended June 30	
	2015	2014	**2015**	2014
	$	$	**$**	$
Salaries and benefits	**50 950**	50 628	**102 156**	97 086
Professional fee paid to an officer	**6 200**	8 100	**14 900**	17 300
Share-based payments	**17 250**	-	**47 625**	-
	74 400	58 728	**164 681**	114 386
Less: salaries capitalized in Exploration and evaluation assets	**(49 231)**	(48 910)	**(98 585)**	(93 220)
Salaries and employee benefits expense	**25 169**	9 818	**66 096**	21 166

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
Expired	(670 000)	0.34
Outstanding as at June 30, 2015	4 130 000	0.20
Exercisable as at June 30, 2015	3 380 000	0.22

No options were granted during the period ending June 30, 2015.

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

Range of exercise price	Outstanding options		
$	Number of options	Weighted average exercise price	Remaining life (years)
		$	
0.10 to 0.29	3 210 000	0.18	2.91
0.30 to 0.50	920 000	0.30	0.83
	4 130 000		

In total, $47,625 of employee remuneration expense (all of which related to equity-settled share-based payment transactions) were included in profit or loss for the six-month period ended June 30, 2015 ($0 for the six-month period ended June 30, 2014) and credited to Contributed surplus.

(Canadian dollars)

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 June 30		Six-month period ended June 30	
	2015	2014	2015	2014
Net loss	$(23,512)	$(4,939,782)	$(121,329)	$(4,946,920)
Weighted average number of shares in circulation	41 214 536	40 070 961	41 203 072	40 070 961
Basic and diluted loss per share	$(0.001)	$(0.12)	$(0.003)	$(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:

	Six-month period ended June 30	
	2015	2014
	$	$
Good and services tax receivable	(781)	33 672
Receivables	-	-
Prepaid expenses and deposit	(3 332)	(3 652)
Trade and other payables	16 824	(101 146)
Advance from an officer	25	-
	12 736	(71 126)

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 June 30		Six-month period ended June 30	
	2015	2014	2015	2014
Short-term employee benefits	$	$	$	$
Salaries including bonuses and benefits	36 750	36 750	73 500	73 500
Professional fees	6 200	8 100	14 900	17 300
Social security costs	3 910	3 878	7 819	7 756
Total short-term employee benefits	46 860	48 728	96 219	98 556
Share-based payments	14 490	-	40 005	-
	61 350	48 728	136 224	98 556
less: Salaries capitalized in Exploration and evaluation assets	(38 940)	(38 910)	(77 748)	(77 390)
Total remuneration	22 410	9 818	58 476	21 166

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.

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.

14. SUBSEQUENT EVENT

On July 17, 2015, the Board of Directors of the Company has granted 980,000 options under its stock option incentive plan to directors, officers and employee, at an exercise price of $0.10 per share. The options expire five (5) years from the date of grant.