DIOS EXPLORATION INC.

UNAUDITED INTERIM FINANCIAL STATEMENTS

MARCH 31, 2013

Content

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	**March 31 2013**	December 31 2012
		$	$
ASSETS			
Current			
Cash and cash equivalents	5	**353 143**	119 547
Receivables		**4 253**	1 727
Investments	6	**164 837**	681 531
Good and services tax receivable		**26 936**	30 298
Tax credits receivable		**641 824**	551 498
Prepaid expenses and deposit		**5 886**	-
		1 196 879	1 384 601
Non-current			
Exploration and evaluation assets	7	**9 201 816**	9 044 031
Total assets		**10 398 695**	10 428 632
LIABILITIES			
Current			
Trade and other payables and total liabilities		**186 144**	152 029
EQUITY			
Share capital	8.1	**17 730 898**	17 730 898
Contributed surplus		**2 472 700**	2 418 477
Deficit		**(9 991 047)**	(9 872 772)
Total equity		**10 212 551**	10 276 603
Total liabilities and equity		**10 398 695**	10 428 632

The accompanying notes are an integral part of the financial statements

These financial statements were approved and authorized for issue by the Board of Directors on May 29, 2013

(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 March 31	
		2013	2012
		$	$
EXPENSES			
Salaries and employee benefits expense	9.1	**69 683**	60 715
Professional fees		**26 000**	31 000
Trustees, registration fees and shareholders relations		**6 624**	7 934
Offices expenses		**5 411**	11 058
Insurance, taxes and permits		**3 964**	4 170
Publicity, travel and promotion		**2 655**	6 982
Bank charges		**(371)**	199
OPERATING LOSS		**113 966**	122 058
OTHER REVENUES AND EXPENSES			
Finance income	10	**4 081**	7 369
Gain on sale of exploration and evaluation asset		**-**	112 513
Loss on sale of investments		**(5 468)**	-
Change in fair value of listed shares		**(2 922)**	(116 985)
		(4 309)	2 897
LOSS BEFORE INCOME TAXES		**(118 275)**	(119 161)
Deferred income taxes		**-**	34 640
NET LOSS AND COMPREHENSIVE INCOME		**(118 275)**	(153 801)
NET LOSS PER SHARE			
Basic and diluted loss per share	11	**(0.003)**	(0.004)

The accompanying notes are an integral part of the 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	$	$	$	$
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		-	-	-	(118 275)	(118 275)
Share-based payments	9.2	-	-	54 223	-	54 223
Balance at March 31, 2013		39 170 961	17 730 898	2 472 700	(9 991 047)	10 212 551
Balance at January 1, 2012		39 095 961	17 724 148	2 211 290	(9 424 103)	10 511 335
Net loss for the period		-	-	-	(118 275)	(118 275)
Share-based payments	9.2	-	-	45 116	-	45 116
Balance at March 31, 2012		39 095 961	17 724 148	2 256 406	(9 542 378)	10 438 176

The accompanying notes are an integral part of the financial statements

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

(Canadian dollars)

	Notes	Three-month period ended March 31 2013	2012
		$	$
OPERATING ACTIVITIES			
Net loss		**(118 275)**	(153 801)
Adjustments			
Share-based payments		**54 223**	45 116
Change in fair value of listed shares		**2 922**	116 985
Loss on sale of investments		**5 468**	-
Gain on sale of exploration and evaluation asset		**-**	(112 513)
Deferred income taxes		**-**	34 640
Changes in working capital items	12	**29 065**	(79 172)
Cash flows from operating activities		**(26 597)**	(148 745)
INVESTING ACTIVITIES			
Investments redeemed		**508 303**	602 657
Investments		**-**	(404 468)
Additions to exploration and evaluation assets		**(248 110)**	(262 686)
Cash flows from investing activities		**260 193**	(64 497)
FINANCING ACTIVITIES			
Issuance of shares by private placement		**-**	-
Issuance cost of shares		**-**	-
Exercice of options		**-**	-
Cash flows from financing activities		**-**	-
Net change in cash and cash equivalents		**233 596**	(213 242)
Cash and cash equivalents, beginning of period		**119 547**	564 130
Cash and cash equivalents, end of period		**353 143**	350 888
Supplemental disclosure			
Interests income received (operating activities)		**17 385**	10 025

Additional information - Cash Flows- note 12

The accompanying notes are an integral part of the financial statements

1. NATURE OF OPERATIONS AND CORPORATE INFORMATION

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

The Company is incorporated under the Canada Business Corporations Act. The address of the Company's registered office and its principal place of business is 1000, St-Antoine Street West, Suite 711, Montreal, Quebec, Canada. The Company's shares are listed on the TSX Venture Exchange.

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 March 31, 2013, the Company has a negative cumulated retained deficit of $9,991,047 ($9,872,772 as at December 31, 2012). 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. BASIS OF 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, SIGNIFICANT ACCOUNTING POLICIES as described in our financial statements for the year ended December 31, 2012. The interim financial statements do not include all of the notes required in annual financial statements.

4. CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS 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. The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below.

Estimation uncertainty

Impairment of exploration and evaluation assets

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible ot estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined.

No impairment loss of the exploration and evaluation assets was recognized during the period. 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 and warrants granted and the time of exercise of those share options and warrants. The model used by the Company is the Black-Scholes valuation model.

(Canadian dollars)

4. CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS (continued)

Significant management judgement

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.

Determining whether to test for impairment of exploration and evaluation assets requires management's judgment, among others, regarding the following: the period for which the Company has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

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.

5. CASH AND CASH EQUIVALENTS

	March 31, 2013	December 31, 2012
	$	$
Cash at bank (Bank overdraft) and in hand	184 097	(14 251)
Monetary fund	169 046	133 798
	353 143	119 547

As at March 31, 2013, cash and cash equivalents include monetary fund bearing interest at 0.5%, cashable anytime without any penalties.

6. INVESTMENTS

	Rate ranging from	Rate ranging to	**March 31, 2013**	December 31, 2012
			$	$
Current				
Guaranteed investment certificates	1.86%	2.06%	-	316 771
Investments in banks obligations	3.05%	4.67%	**101 686**	298 687
Shares listed	-	-	**63 151**	66 073
			164 837	681 531

(Canadian dollars)

7. EXPLORATION AND EVALUATION ASSETS

MINING RIGHTS

QUEBEC	January 1, 2013	Additions	**March 31, 2013**
	$	$	**$**
33 Carats	655 469	1 512	**656 981**
14 Karats	85 191	25 181	**110 372**
Hotish	329 596	13 074	**342 670**
Solo	8 118	(981)	**7 137**
K2	-	1 107	**1 107**
Pontax	11 411	277	**11 688**
Shipshaw	229 047	1 474	**230 521**
Shadow	84 401	163	**84 564**
LeCaron	211 763	(937)	**210 826**
AU33 ouest	60 926	-	**60 926**
	1 675 922	40 870	**1 716 792**

EXPLORATION

QUEBEC	January 1, 2013	Additions	Tax credits	**March 31, 2013**
	$	$	$	**$**
33 Carats	1 826 705	96 717	(42 154)	**1 881 268**
14 Karats	295 653	61 148	(26 651)	**330 150**
Hotish	3 483 206	1 099	(479)	**3 483 826**
Solo	15 570	2 244	(978)	**16 836**
K2	-	9 910	(4 319)	**5 591**
Pontax	2 798	1 099	(479)	**3 418**
Shipshaw	892 713	3 910	(1 705)	**894 918**
Shadow	291 924	10 404	(4 535)	**297 793**
LeCaron	470 281	19 340	(8 429)	**481 192**
Genex	-	1 369	(596)	**773**
AU33 ouest	89 259	-	-	**89 259**
	7 368 109	207 240	(90 325)	**7 485 024**
TOTAL	9 044 031	248 110	(90 325)	**9 201 816**

8. EQUITY

8.1 Share capital

The share capital of the Company consists only of fully paid common shares.

Authorized

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

Shares issued and fully paid	Number of shares Three-month period ended March 31, 2013	March 31, 2012
Shares issued and fully paid at the beginning	39 170 961	39 095 961
Private placement	-	-
Acquisition of mining rights	-	-
Exercise of share options	-	-
Total shares issued and fully paid at the end	39 170 961	39 095 961

(Canadian dollars)

8.2 Warrants

The number of outstanding warrants which could be exercised for an equivalent number of common shares is as follows:

Expiration date	Number	Exercice price
September 6, 2013	428 550	$0.63

9. EMPLOYEE REMUNERATION

9.1 Salaries and employee benefits expense

	Three-month period ended March 31	
	2013	2012
	$	$
Salaries and benefits	**79 126**	87 185
Fee paid to employee	**11 550**	10 900
Share-based payments	**54 223**	45 116
	144 899	143 201
Less: salaries capitalized in Exploration and evaluation assets	**(75 216)**	(82 486)
Salaries and employee benefits expense	**69 683**	60 715

9.2 Share-based payments

The Company has adopted share-based payment plans under which members of the Board of Directors may award options for common shares to directors, officers, employees and consultants. The maximum number of shares issuable under the plans is 6,000,000. 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, 2012	4 790 000	0.24
Granted	-	-
Expired	(570 000)	0.31
Outstanding as at March 31, 2013	4 220 000	0.23
Exercisable as at March 31, 2013	3 184 250	0.23

No options were granted during the period.

The table below summarizes the information related to share options as at March 31, 2013:

Range of exercise price	Outstanding options		
$	Number of options	Weighted average exercise price	Remaining life (years)
		$	
0.10 to 0.29	2 630 000	0.18	3.49
0.30 to 0.50	1 590 000	0.32	2.58
	4 220 000		

In total, $54,223 of employee remuneration expense (all of which related to equity-settled share-based payment transactions) were included in profit or loss for the three-month period ended March 31, 2013 ($45,116 for the three-month period ended March 31, 2012) and credited to Contributed surplus.

(Canadian dollars)

10. FINANCE INCOME

	Three-month period ended March 31, 2013	2012
	$	$
Interest income from cash and cash equivalents	**446**	1 248
Interest income from guaranteed investment certificates	**731**	4 020
Interest income from other investments	**2 904**	2 101
Finance income	**4 081**	7 369

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 and warrants issued that could potentially dilute earnings per share in the future are given in Notes 8.2 and 9.2.

	March 31, 2013	2012
Net loss	$(118,275)	$(153,801)
Weighted average number of shares in circulation	39 170 961	39 095 961
Basic and diluted loss per share	$(0.003)	$(0.004)

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:

	Three-month period ended March 31, 2013	2012
	$	$
Good and services tax receivable	**3 362**	416
Accounts receivable	**(2 526)**	4 973
Prepaid expenses and deposit	**(5 886)**	(8 386)
Trade and other payables	**34 115**	(76 175)
	29 065	(79 172)

Non cash transactions in the Statement of Financial Position are:

Listed shares value received as consideration for disposal of exploration and evaluation assets	-	220 000

(Canadian dollars)

13. 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 March 31, 2013	2012
	$	$
Short-term employee benefits		
Salaries including bonuses and benefits	**61 250**	63 750
Professional fees	**11 550**	10 900
Social security costs	**6 471**	6 552
Total short-term employee benefits	**79 271**	81 202
Share-based payments	**44 534**	38 366
Total remuneration	**123 805**	119 568

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

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 is not exposed to any externally imposed capital requirements except when the Company issues flow-through shares for which an amount should be used for exploration work. See all the details in Notes 5 and 15.

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.