Blue Sky Uranium Corp.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED
MARCH 31, 2014 AND 2013

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that these condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's external auditors have not performed a review of these condensed consolidated interim financial statements.

Blue Sky Uranium Corp.
(An Exploration Stage Company)
Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Note	March 31, 2014 $	December 31, 2013 $
ASSETS			
Non-current assets			
Equipment	3	3,309	6,618
Mineral property interests	4	2,766,618	2,766,618
Total non-current assets		2,769,927	2,773,236
Current assets			
Prepaid expenses		58,761	87,951
Amounts receivable		6,974	5,461
Cash		53,868	426,810
Total current assets		119,603	520,222
Total Assets		2,889,530	3,293,458
EQUITY			
Share capital	6	19,073,810	18,927,627
Reserves	6	4,031,211	3,909,863
Accumulated deficit		(20,420,129)	(20,144,188)
Total Equity		2,684,892	2,693,302
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	138,313	485,028
Commitment to issue shares		25,520	-
Exploration liabilities	5	40,805	115,128
Total Liabilities		204,638	600,156
COMMITMENT (Note 10)			
Total Equity and Liabilities		2,889,530	3,293,458

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

SUBSEQUENT EVENTS (Note 13)

These consolidated financial statements are authorized for issue by the Board of Directors on May 29, 2014. They are signed on the Company's behalf by:

"Sean Hurd" , Director

"Ron McMillan" , Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Blue Sky Uranium Corp.

(An Exploration Stage Company)

Consolidated Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

		Three months ended March 31,	
		2014	2013
	Note	$	$
Expenses			
Accounting and audit		-	16,024
Depreciation		3,309	3,309
Corporate development and investor relations		29,256	44,212
Exploration	4	83,036	228,336
Exploration and other costs recovery	5	(74,323)	(253,521)
Foreign exchange (gain) loss		(8,503)	2,316
Management fees	7	36,300	72,000
Office and sundry	7	21,341	43,686
Professional and consulting fees	7	50,203	53,517
Rent, parking and storage	7	14,700	18,154
Salaries and employee benefits		98,533	79,137
Share-based compensation		9,497	-
Transfer agent and regulatory fees		12,719	10,452
Travel and accommodation		-	11,489
Loss from operating activities		276,068	329,111
Interest income		(127)	(1,207)
Loss and comprehensive loss for the period		275,941	327,904
Basic and diluted loss per common share ($)	8	(0.01)	(0.01)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Blue Sky Uranium Corp.
(An Exploration Stage Company)
Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	Note	Three months ended March 31, 2014 $	2013 $
Cash flows used in operating activities			
Loss for the period		(275,941)	(327,904)
Depreciation		3,309	3,309
Share-based compensation		9,497	-
		(263,135)	(324,595)
Change in non-cash working capital items:			
(Increase) decrease in amounts receivable		(1,513)	9,250
Decrease in prepaid expenses		29,190	21,601
(Decrease) in accounts payable and accrued liabilities		(346,715)	(1,570)
(Decrease) increase in exploration advances		(74,323)	146,479
Net cash used in operating activities		(656,496)	(148,835)
Cash flows used in investing activities			
Redemption of short term investments		-	250,000
Mineral property interests acquisitions		-	(14,781)
Net cash used in investing activities		-	235,219
Cash flows from financing activities			
Commitment to issue shares		25,520	-
Issuance of common shares and warrants		270,550	94,000
Share issue costs		(12,516)	(7,520)
Net cash from financing activities		283,554	86,480
Net (decrease) increase in cash		(372,942)	172,864
Cash at beginning of period		426,810	161,236
Cash at end of period		53,868	334,100

SUPPLEMENTARY CASH FLOW INFORMATION (Note 11)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Blue Sky Uranium Corp.

(An Exploration Stage Company)

Consolidated Statements of Changes in Equity

(Unaudited - Expressed in Canadian Dollars)

	Share capital		Reserves				
	Number of Shares	Amount $	Contributed Surplus $	Equity Settled Share-based Payments $	Warrants $	Accumulated Deficit $	Total $
Balance at January 1, 2013	23,402,010	18,784,971	2,599,426	987,253	264,360	(19,027,505)	3,608,505
Private placements	1,175,000	77,685	-	-	16,315	-	94,000
Share issue costs	-	(10,482)	-	-	-	-	(10,482)
Agent's warrants granted	-	-	-	-	2,962	-	2,962
Stock options expired	-	-	2,851	(2,851)	-	-	-
Warrants expired	-	-	455	-	(455)	-	-
Agent's warrants expired	-	-	64	-	(64)	-	-
Total comprehensive loss for the period	-	-	-	-	-	(327,904)	(327,904)
Balance at March 31, 2013	24,577,010	18,852,174	2,602,796	984,402	283,118	(19,355,409)	3,367,081
Private placements	2,300,000	75,453	-	-	39,547	-	115,000
Stock options expired	-	-	561,888	(561,888)	-	-	-
Warrants expired	-	-	22,724	-	(22,724)	-	-
Total comprehensive loss for the period	-	-	-	-	-	(788,779)	(788,779)
Balance at December 31, 2013	26,877,010	18,927,627	3,187,408	422,514	299,941	(20,144,188)	2,693,302
Private placements	5,411,000	169,950	-	-	100,600	-	270,550
Share issue costs	-	(23,767)	-	-	-	-	(23,767)
Agent's warrants granted	-	-	-	-	11,251	-	11,251
Share-based compensation	-	-	-	9,497	-	-	9,497
Warrants expired	-	-	16,315	-	(16,315)	-	-
Agent's warrants expired	-	-	2,962	-	(2,962)	-	-
Total comprehensive loss for the period	-	-	-	-	-	(275,941)	(275,941)
Balance at March 31, 2014	32,288,010	19,073,810	3,206,685	432,011	392,515	(20,420,129)	2,684,892

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

The Company was incorporated under the Business Corporation Act of British Columbia on November 30, 2005 as Mulligan Capital Corp. On May 18, 2006, the Company received final receipts for a prospectus and became a reporting issuer in British Columbia and Alberta. On June 27, 2006 the Company completed its initial public offering (the "Offering") and on June 28, 2006 the Company listed its common shares on the TSX Venture Exchange (the "TSX-V") as a capital pool company. On February 7, 2007, the Company completed its qualifying transaction (the "QT") and was upgraded to Tier II status on the TSX-V. The Company also changed its name to Blue Sky Uranium Corp. to reflect its business as a junior uranium exploration company.

On July 5, 2012, the Company acquired 100% of the outstanding common shares of Windstorm Resources Inc. ("Windstorm"), a Canadian junior mining and exploration company, which became a wholly-owned subsidiary of the Company. The Company issued to each shareholder of Windstorm 0.38868 (the "Share Exchange Ratio") of a common share in the capital of the Company in exchange for each Windstorm common share held by such shareholder. No fractional shares of the Company were issued, and fractions were rounded down to the nearest lower whole share. The holders of outstanding stock options and warrants of Windstorm received equivalent stock options and warrants of the Company as adjusted by the Share Exchange Ratio. As a result of the acquisition, the Company issued 8,000,021 common shares to Windstorm shareholders. The address of the Company's registered office is Suite 709 – 837 West Hastings Street, Vancouver, BC, Canada V6C 3N6.

The amounts shown as mineral property interests represent acquisition costs incurred to date, less amounts amortized and/or written off, and do not necessarily represent present or future values. The underlying value of the mineral property interests is entirely dependent on the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain the necessary financing to advance the properties beyond the exploration stage, and future profitability of the properties.

The Company has experienced recurring operating losses and has an accumulated deficit of $20,420,129 at March 31, 2014 (December 31, 2013 - $20,144,188) and equity of $2,684,892 at March 31, 2014 (December 31, 2013 – $2,693,302). In addition, the Company had a working capital deficiency of $85,035 at March 31, 2014 (December 31, 2013 – $79,934). Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's continued operations, as intended, are dependent upon its ability to raise additional funding to meet its obligations and to attain profitable operations. Management's plan in this regard is to raise equity financing as required. There are no assurances that the Company will be successful in achieving these goals. These consolidated financial statements do not include adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

Statement of compliance

The Company's condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial reporting" ("IAS 34") and using accounting policies in full compliance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC"), effective for the Company's reporting for the three months ended March 31, 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale that have been measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries as follows:

	Place of Incorporation	Principal Activity
Blue Sky BVI Uranium Corp.	British Virgin Islands	Holding company
Minera Cielo Azul S.A. (Argentina)	Argentina	Exploration company
Desarrollo de Inversiones S.A. (Argentina)	Argentina	Exploration company
Viento de Oro S.A. de C.V. (Mexico)	Mexico	Exploration company

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the condensed consolidated interim financial statements.

Foreign currencies

The presentation and functional currency of the Company is the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Non-derivative financial assets

The Company has the following non-derivative financial assets: financial assets at fair value through profit or loss and loans and receivables.

(i) Financial assets at fair value through profit or loss ("FVTPL")

Financial assets are classified at fair value through profit or loss if they are classified as held for trading or are designated as such upon initial recognition. Financial assets are designated as FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Attributable transaction costs are recognized in profit or loss when incurred. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. Short-term investments are FVTPL.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(ii) Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise cash, amounts receivable and exploration advances.

(iii) Other financial liabilities

The Company has the following non-derivative financial liabilities: accounts payable and accrued liabilities and exploration liabilities. Such financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Equipment

Equipment is recorded at cost less accumulated depreciation calculated using the straight-line method over its estimated useful lives of two years for geological equipment and computer software. Depreciation of an asset begins once it is available for use.

Exploration, Evaluation and Development Expenditures

Exploration and evaluation expenditures are expensed as incurred, until the property reaches the development stage. The development stage is considered to begin once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable. All direct costs related to the acquisition of resource property interests are capitalized. Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of-production method based upon estimated proven and probable reserves.
Proceeds received for farm-out arrangements or recoveries of costs are credited against the cost of the related claims. The Company recognizes in income costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount.

Mineral property acquisition costs include cash costs and the fair market value of common shares issued, based on the trading price of the shares issued for mineral property interests, pursuant to the terms of the related property agreements. Payments related to a property acquired under an option or joint venture agreement are made at the sole discretion of the Company, and are recorded as mineral property acquisition costs upon payment. Mineral property interests are classified as intangible assets.

Cash and Cash Equivalents

Cash and cash equivalents are classified as loans and receivables and include short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. The Company places its deposits with financial institutions with high credit ratings.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Valuation of equity units issued in private placements

The Company follows a pro rata allocation method with respect to the measurement of shares and warrants issued as private placement units. This values each component at fair value and allocates total proceeds received between shares and warrants based on the pro rata relative values of the components. The fair value of the common shares is based on the closing price on the issue date and the fair value of the common share purchase warrants is determined at the issue date using the Black-Scholes pricing model. The fair value attributed to the warrants is recorded in warrant equity.

Share-based Payment Transactions

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Restoration, Rehabilitation, and Environmental Obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss. The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

Loss per Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Significant Accounting Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

i. the assessment of indications of impairment of each mineral property and related determination of the recoverable amount and write-down of those properties where applicable.

Critical accounting judgments

i. the determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

ii. the analysis of the functional currency for each entity of the Company. In concluding that the Canadian dollar is the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. As no single currency was clearly dominant the Company also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

iii. Management is required to assess impairment in respect to the Company's intangible mineral property interests. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves.

   At March 31, 2014 management has determined there were no impairment indicators present with respect to the Company's mineral property interests.

Adoption of accounting standards and interpretations

The Company has adopted these accounting standards effective January 1, 2014. The adoption of these accounting standards had no significant impact on the condensed consolidated interim financial statements. These standards are:

- IAS 36 *Financial Instruments: Presentation*

(Unaudited - Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

New Accounting Standards and Interpretations

The International Accounting Standards Board ("IASB") has issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company has not yet begun the process of assessing the impact that the new and amended standards and interpretations will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new and amended standards and interpretations:

IFRS 9 – Financial Instruments

IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. In May 2011, the IASB issued IFRS 9, *Financial Instruments*. The new Standard limits the number of categories for classification of financial assets to two: amortized cost and fair value through profit or loss. IFRS 9 also replaces models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. The required adoption date for IFRS 9 has been deferred and is not expected until January 1, 2017, with early adoption permitted. IFRS 9 is not expected to have a material impact on amounts recorded in the financial statements of the Company.

3. EQUIPMENT

	Computer Software $	Total $
Cost		
Balance at January 1, 2014	26,469	36,589
Balance at March 31, 2014	26,469	36,589
Accumulated Depreciation		
Balance at January 1, 2014	19,851	29,97
Depreciation	3,309	3,309
Balance at March 31, 2014	23,160	33,280
Carrying Amount		
At January 1, 2014	6,618	6,618
At March 31, 2014	3,309	3,309

(Unaudited - Expressed in Canadian Dollars)

3. EQUIPMENT (continued)

	Computer Software $	Total $
Cost		
Balance at January 1, 2013	26,469	36,589
Balance at March 31, 2013	26,469	36,589
Accumulated Depreciation		
Balance at January 1, 2013	6,615	16,735
Depreciation	3,309	3,309
Balance at March 31, 2013	9,924	20,044
Carrying Amount		
At January 1, 2013	19,854	19,854
At March 31, 2013	16,545	16,545

4. MINERAL PROPERTY INTERESTS

The schedules below summarize the carrying costs of acquisition costs and all exploration expenditures incurred to date for each mineral property interest that the Company is continuing to explore as at March 31, 2014 and December 31, 2013:

Acquisition Costs

	Argentina						
	Santa Barbara $	**Anit $**	**Ivana $**	**Sierra Colonia $**	**Tierras Coloradas $**	**Other** (Note 4e) **$**	**Total $**
Balance – January 1, 2014	814,430	960,404	17,852	32,702	42,735	898,495	2,766,618
Additions							
Land payments and staking fees	-	-	-	-	-	-	-
Balance – March 31, 2014	814,430	960,404	17,852	32,702	42,735	898,495	2,766,618

(Unaudited - Expressed in Canadian Dollars)

4. MINERAL PROPERTY INTERESTS (continued)

Exploration Expenditures

	Argentina					
	Santa Barbara **$**	**Anit** **$**	**Ivana** **$**	**Sierra Colonia** **$**	**Other** (Note 4e) **$**	**Total** **$**
Cumulative exploration costs – January 1, 2014	959,333	3,644,091	3,152,134	834,512	626,962	9,217,032
Expenditures during the period:						
Salaries and contractors	-	-	78,573	-	190	78,763
Supplies and equipment	-	-	1,372	-	641	2,013
Transportation	-	-	2,260	-	-	2,260
	-	-	82,205	-	831	83,036
Cumulative exploration costs – March 31, 2014	959,333	3,644,091	3,234,339	834,512	627,793	9,300,068

The schedules below summarize the carrying costs of acquisition costs and all exploration expenditures incurred to date for each mineral property interest that the Company was continuing to explore as at March 31, 2013 and December 31, 2012:

Acquisition Costs

	Argentina						
	Santa Barbara **$**	**Anit** **$**	**Ivana** **$**	**Sierra Colonia** **$**	**Tierras Coloradas** **$**	**Other** (Note 4e) **$**	**Total** **$**
Balance – January 1, 2013	814,430	960,404	17,852	27,024	34,611	880,3334	2,734,655
Additions							
Land payments and staking fees	-	-	2,715	3,017	-	9,049	14,781
Balance – March 31, 2013	814,430	960,404	20,567	30,041	34,611	889,383	2,749,436

(Unaudited - Expressed in Canadian Dollars)

4. MINERAL PROPERTY INTERESTS (continued)

Exploration Expenditures

	Argentina					
	Santa Barbara $	**Anit** $	**Ivana** $	**Sierra Colonia** $	**Other** (Note 4e) $	**Total** $
Cumulative exploration costs – January 1, 2013	956,294	3,643,594	1,733,407	456,956	478,918	7,269,169
Expenditures during the period:						
Assays	-	-	-	422	-	422
Community relations	-	-	2,841	2,842	-	5,683
Geophysics	-	-	4,977	4,978	-	9,955
Office	201	-	18,345	36,251	1,878	56,675
Salaries and contractors	-	-	41,755	54,204	-	95,959
Supplies and equipment	-	-	10,604	23,900	-	34,504
Transportation	-	-	1,807	11,480	217	13,504
Statutory taxes	11	-	4,313	7,198	112	11,634
	212	-	84,642	141,275	2,207	228,336
Cumulative exploration costs – March 31, 2013	956,506	3,643,594	1,818,049	598,231	481,125	7,497,505

a) *Santa Barbara Property*
The Company owns a 100% interest in the 476 km^2 Santa Barbara uranium property in the Province of Rio Negro, located in the northern Patagonia region of Argentina.

b) *Anit Property*
The Company owns a 100% interest in the 260 km^2 Anit uranium property, which lies to the south of, and is contiguous with, the Santa Barbara Property in the Province of Rio Negro, Argentina.

c) *Ivana Property*
The Company owns a 100% interest in the 713 km^2 Ivana uranium property in the San Jorge Basin, Province of Rio Negro, located in the northern Patagonia region of Argentina.

d) *Sierra Colonia Property*
The Company owns a 100% interest in the 399 km^2 Sierra Colonia property in the central part of the province of Chubut, Argentina.

e) *Other –Rio Negro and Chubut*
The Company owns 100% interests in the 550 km^2 Nicky property and 340 km^2 Cabeza de Potro property in the Province of Rio Negro, Argentina. The Company owns a 100% interest in the 864 km^2 Cerro Parva property in the Province of Chubut, Argentina. The Company owns a 100% interest in the 1,355 km^2 Tierras Coloradas property east of the Sierra Colonia property in the province of Chubut, Argentina. These are early stage exploration projects and management continues to evaluate results obtained to date for further exploration potential.

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION ADVANCES & COSTS RECOVERY

On December 20, 2011, the Company entered into a Memorandum of Understanding ("MOU") with AREVA Mines ("AREVA") to jointly explore for uranium deposits in Argentina. Under the terms of the MOU, as amended on November 12, 2013, the following commitments have been made (amounts in CAD):

(i) AREVA can select one or two projects and earn a 51% interest by:
   i. Funding $1 million in exploration by December 31, 2012 (received).
   ii. Funding $2 million in exploration by December 31, 2013 (received).
   iii. Upon the completion of phase 2 if AREVA:
      a) Elects to proceed with two projects it must incur a minimum of $4 million in phase 3; or
      b) Elects to proceed with one project it must incur a minimum of $3 million in phase 3.

   Phase 3 work must be completed no later than December 31, 2017.

(ii) Upon the completion of the phase 3 program, the Company will retain a 100% interest in all projects except the one (or two) project(s) AREVA selects to earn a 51% interest.

(iii) On newly acquired uranium targets in Argentina that are not listed in this MOU, AREVA can elect to earn a 51% interest by funding $1 million in exploration on each new target.

(iv) For any non-uranium discoveries made the Company will retain a 100% interest.

See Note 13 – Subsequent events for further information.

The schedule below summarizes the exploration and other costs recovery at each mineral property interest for the three months ended March 31, 2014 and March 31, 2013:

Exploration expenses incurred	March 31, 2014	March 31, 2013
Santa Barbara	-	212
Anit	-	-
Ivana	82,205	84,642
Sierra Colonia	-	141,275
Other	831	2,207
Legal fees	-	7,609
Foreign exchange translation of Argentinean pesos, US and Canadian dollars	(8,713)	17,576
Exploration and other costs recovery	74,323	253,521

At March 31, 2014, the Company has received the following in funding from AREVA:

	Amount ($)
Exploration and other costs recovery	74,323
Exploration funding for the period	-
Less: Exploration liabilities for funding received in the previous year	(115,128)
Exploration liabilities	(40,805)

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION ADVANCES & COSTS RECOVERY (continued)

At March 31, 2013, the Company has received the following in funding from AREVA:

	Amount ($)
Exploration and other costs recovery	253,521
Exploration advances receivable	36,174
Less: Year two exploration funding for the period	(400,000)
Exploration liabilities	(110,305)

6. SHARE CAPITAL AND RESERVES

Authorized Share Capital

At March 31, 2014, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Issued Share Capital

At March 31, 2014, the issued share capital comprised 32,288,010 common shares (December 31, 2013 – 26,877,010).

Details of Private Placement Issues of Common Shares in 2014 and 2013

In March 2014, the Company completed the second tranche of a non-brokered private placement consisting of 3,450,000 units at a price of $0.05 per unit for gross proceeds of $172,500. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of $0.10 per share for two years from the date of issue of the warrant. Finders' fees were $4,240 in cash and 84,800 non-transferable warrants exercisable into common shares at $0.10 per share for two years having a fair value of $6,994. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 1.05%; expected stock price volatility – 145.80%; dividend yield of 0%; and expected warrant life of 1.44 years.

In January 2014, the Company completed the first tranche of a non-brokered private placement consisting of 1,961,000 units at a price of $0.05 per unit for gross proceeds of $98,050. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of $0.10 per share for two years from the date of issue of the warrant. Finders' fees were $8,276 in cash and 156,880 non-transferable warrants exercisable into common shares at $0.10 per share for two years having a fair value of $4,257. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 0.98%; expected stock price volatility – 150.74%; dividend yield of 0%; and expected warrant life of 1.50 years.

In December 2013, the Company completed a non-brokered private placement consisting of 2,300,000 units at a price of $0.05 per unit for gross proceeds of $115,000. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of $0.10 per share for 2 years from the date of issue of the warrant.

(Unaudited - Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES (continued)

In March 2013, the Company completed a non-brokered private placement consisting of 1,175,000 units at a price of $0.08 per unit for gross proceeds of $94,000. Each unit consisted of one common share and one-half of one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of $0.15 per share for one year from the date of issue of the warrant. Finders' fees were $7,520 of cash and 94,000 non-transferable warrants exercisable into common shares at $0.15 per share for one year having a fair value of $2,962. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 1.00%; expected stock price volatility – 133.36%; dividend yield of 0%; and expected warrant life of 1.40 years.

Share Purchase Option Compensation Plan

The Company has a share purchase option plan (the "Plan") approved by the Company's shareholders that allows it to grant share purchase options, subject to regulatory terms and approval, to its officers, directors, employees and service providers. The Plan is based on the maximum number of eligible shares equaling a rolling percentage of 10% of the Company's outstanding common shares, calculated from time to time. If outstanding share purchase options are exercised or expire, and/or the number of issued and outstanding common shares of the Company increases, then the share purchase options available to grant under the Plan increase proportionately.

The exercise price of each share purchase option is set by the Board of Directors at the time of grant but cannot be less than the market price less allowable discounts in accordance with the policies of the TSX Venture Exchange. Share purchase options granted vest immediately, are subject to a four-month hold period and are exercisable for a period of five years.

The continuity of share purchase options for the three months ended March 31, 2014 is as follows:

Expiry date	Exercise Price	December 31, 2013	Granted	Exercised	Expired/ Forfeited	March 31, 2014	Options Exercisable
May 6, 2014	$1.50	32,500	-	-	-	32,500	32,500
December 9, 2014	$6.50	5,850	-	-	-	5,850	5,850
March 4, 2015	$0.51	38,868	-	-	-	38,868	38,868
March 15, 2015	$7.30	10,000	-	-	-	10,000	10,000
October 5, 2015	$2.60	72,500	-	-	-	72,500	72,500
December 10, 2015	$1.16	25,264	-	-	-	25,264	25,264
January 23, 2016	$0.10	-	300,000	-	-	300,000	75,000
March 2, 2016	$1.08	64,132	-	-	-	64,132	64,132
May 31, 2016	$2.20	60,000	-	-	-	60,000	60,000
September 25, 2016	$1.00	20,000	-	-	-	20,000	20,000
September 24, 2017	$0.12	935,000	-	-	-	935,000	935,000
		1,264,114	-	-	-	1,564,114	1,339,114
Weighted average exercise price		$0.58	$0.10	-		$0.49	$0.55
Weighted average contractual remaining life (years)		3.2	1.8	-	-	2.8	2.8

(Unaudited - Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES (continued)

The continuity of share purchase options for the three months ended March 31, 2013 is as follows:

Expiry date	Exercise Price	December 31, 2012	Granted	Exercised	Expired/ forfeited	March 31, 2013	Options exercisable
January 25, 2013	$4.00	1,500	-	-	(1,500)	-	-
May 6, 2014	$1.50	125,500	-	-	-	125,500	125,500
July 6, 2014	$1.50	30,000	-	-	-	30,000	30,000
July 22, 2014	$1.80	7,500	-	-	-	7,500	7,500
December 9, 2014	$6.50	35,000	-	-	-	35,000	35,000
March 4, 2015	$0.51	116,604	-	-	-	116,604	116,604
March 15, 2015	$7.30	10,000	-	-	-	10,000	10,000
September 28, 2015	$0.64	97,170	-	-	-	97,170	97,170
October 5, 2015	$2.60	244,000	-	-	-	244,000	244,000
October 29, 2015	$2.50	7,500	-	-	-	7,500	7,500
December 10, 2015	$1.16	233,207	-	-	-	233,207	233,207
March 2, 2016	$1.08	64,132	-	-	-	64,132	64,132
May 31, 2016	$2.20	60,000	-	-	-	60,000	60,000
July 28, 2016	$0.41	38,868	-	-	-	38,868	38,868
September 25, 2016	$1.00	20,000	-	-	-	20,000	20,000
September 24, 2017	$0.12	972,500	-	-	-	972,500	972,500
		2,063,481	-	-	(1,500)	2,061,981	2,061,981
Weighted average exercise price		$0.95	-	-	$4.00	$0.94	$0.94
Weighted average contractual remaining life (years)		3.6	-	-	-	3.3	3.3

The weighted average fair value of share purchase options granted during the three months ended March 31, 2014 is $0.05 (2013 - $Nil). Options were priced based on the Black-Scholes option pricing model using the following weighted average assumptions to estimate the fair value of options granted:

	Three months ended March 31, 2014	2013
Risk-free interest rate	0.98%	-
Expected option life in years	2.00	-
Expected share price volatility	148.36%	-
Grant date share price	$0.075	-
Expected forfeiture rate	-	-
Expected dividend yield	Nil	Nil

(Unaudited - Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES (continued)

Warrants

The continuity of warrants for the three months ended March 31, 2014 is as follows:

Expiry date	Exercise Price	December 31, 2013	Granted	Exercised	Expired	March 31, 2014
March 4, 2014	$0.15	681,500	-	-	(681,500)	-
August 16, 2014	$0.15	3,130,000	-	-	-	3,130,000
August 28, 2014	$0.15	1,428,000	-	-	-	1,428,000
September 12, 2014	$0.15	2,346,000	-	-	-	2,346,000
December 19, 2015	$0.10	2,300,000	-	-	-	2,300,000
January 28, 2016	$0.10	-	2,117,880	-	-	2,117,880
March 3, 2016	$0.10	-	3,534,800	-	-	3,534,800
		9,885,500	5,652,680	-	(681,500)	14,856,680
Weighted average exercise price		$0.15	$0.10	-	$0.15	$0.13

The continuity of warrants for the three months ended March 31, 2013 is as follows:

Expiry date	Exercise Price	December 31, 2012	Granted	Exercised	Expired	March 31, 2013
February 15, 2013	$1.41	1,121,571	-	-	(1,121,571)	-
June 5, 2013	$1.50	69,600	-	-	-	69,600
June 15, 2013	$1.50	10,000	-	-	-	10,000
March 4, 2014	$0.15	-	681,500	-	-	681,500
August 16, 2014	$0.15	3,130,000	-	-	-	3,130,000
August 28, 2014	$0.15	1,428,000	-	-	-	1,428,000
September 12, 2014	$0.15	2,346,000	-	-	-	2,346,000
		8,105,171	681,500	-	(1,121,571)	7,665,100
Weighted average exercise price		$0.31	$0.15	-	$1.41	$0.16

7. RELATED PARTY BALANCES AND TRANSACTIONS

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of the entities outlined below.

The following entities transacted with the Company in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows:

(Unaudited - Expressed in Canadian Dollars)

7. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

On April 1, 2010, the Company entered into a Management Services Agreement ("Agreement") with Grosso Group Management Ltd. (Grosso Group) to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The fee is reviewed and adjusted quarterly based on the level of services required. The Agreement expired on December 31, 2012 and was automatically renewed for a period of two years pursuant to the terms of the Agreement. The Agreement contains termination and early termination fees in the event the services are terminated by the Company. The termination fee includes three months of compensation and any contractual obligations that Grosso Group undertook for the Company, up to a maximum of $750,000. The early termination fees are the aggregate of the termination fee in addition to the lesser of the monthly fees calculated to the end of the term and the monthly fees calculated for eighteen months, up to a maximum of $1,000,000.

	Three months ended March 31,	
Transactions	2014 $	2013 $
Services rendered:		
Grosso Group Management Ltd.		
Management fees[1]	36,300	72,000
Rent, parking and storage[1]	14,700	18,000
Office & sundry[1]	18,000	30,000
Total for services rendered	69,000	120,000

(1) Included in the Consolidated Statements of Loss and Comprehensive Loss for the three months ended March 31, 2014 and 2013.

At March 31, 2014, the Company had $3,353 (December 31, 2013 - $ Nil) included in accounts payable and accrued liabilities to Grosso Group Management Ltd.

R.H. McMillan Ltd. ("R.H. McMillan") is a private company controlled by Ron McMillan, a director of the Company. For the three months ended March 31, 2014, R.H. McMillan was paid $6,000 (three months ended March 31, 2013 - $6,000) for geological services. Amounts paid to R.H. McMillan are classified as professional and consulting fees in the consolidated statements of loss and comprehensive loss.

At March 31, 2014, the Company had $13,976 (December 31, 2013 - $7,676) included in accounts payable and accrued liabilities to R.H. McMillan.

Key management personnel compensation

	Three months ended March 31, 2014		Three months ended March 31, 2013	
Compensation	Salaries $	Total $	Salaries $	Total $
Chief Executive Officer	30,000	30,000	30,000	30,000
Chief Financial Officer	6,000	6,000	33,221	33,221
Total	36,000	36,000	63,221	63,221

(Unaudited - Expressed in Canadian Dollars)

8. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the three months ended March 31, 2014 and 2013 was based on the following:

	Three months ended March 31, 2014	2013
Loss attributable to common shareholders ($)	275,941	327,904
Weighted average number of common shares outstanding	29,301,254	23,741,454

Diluted loss per share did not include the effect of 1,564,114 (March 31, 2013 – 2,061,981) share purchase options and 14,856,680 (March 31, 2013 – 7,665,100) common share purchase warrants as they are anti-dilutive.

9. OPERATING SEGMENTS

The Company is primarily involved in mineral exploration activities in Argentina. The Company is in the exploration stage and, accordingly, has no reportable segment revenues or operating revenues for the three months ended March 31, 2014 and 2013.

The Company's total non-current assets are segmented geographically as follows:

March 31, 2014	Argentina $	Total $
Property and equipment	3,309	3,309
Mineral property interests	2,766,618	2,766,618
	2,769,927	2,769,927

December 31, 2013	Argentina $	Total $
Property and equipment	6,618	6,618
Mineral property interests	2,766,618	2,766,618
	2,773,236	2,773,236

10. COMMITMENT

	1 Year $	2 Years $	3 Years $	4-5 Years $	More than 5 Years $
Management Services Agreement	210,600	-	-	-	-

(Unaudited - Expressed in Canadian Dollars)

10. COMMITMENT (continued)

On April 1, 2010, the Company entered into an Agreement with Grosso Group to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The current monthly fee is $23,400 per month. This fee is reviewed and adjusted quarterly based on the level of services required. The fee for 2014 is consistent with the amount charged for the year ended December 31, 2012.

11. SUPPLEMENTARY CASH FLOW INFORMATION

	Three months ended March 31,	
	2014 $	2013 $
Non-cash investing and financing activities		
Share issue costs – issuance of warrants to agents	11,251	2,962

12. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Fair Values

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The Company's financial instruments consist of cash, short-term investments, amounts receivable, exploration advances/liabilities and accounts payable and accrued liabilities. The recorded amounts for cash, amounts receivable, exploration advances/liabilities and accounts payable and accrued liabilities approximate their fair value due to their short-term nature.

The Company's short-term investments under the fair value hierarchy are measured using Level 2 inputs.

12. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (continued)

(b) Financial Instrument Risk Exposure

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash, short-term investments and amounts receivable. The Company has reduced its credit risk by depositing its cash and short-term investments with financial institutions that operate globally. The majority of the Company's receivables are with the government of Canada in the form of sales tax, the credit risk is minimal. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due (Note 1). The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares and warrants to fund exploration programs and may require doing so again in the future.

Currency risk

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations include: US dollars and Argentinean pesos, all denominated in cash, amounts receivable and accounts payable. The sensitivity of the Company's net earnings and other comprehensive income to changes in the exchange rate between the Canadian dollar and the United States dollar, and between the Canadian dollar and the Argentinean peso is summarized as follows:

- A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's net loss by $572.
- A 10% change in the Argentinean peso exchange rate relative to the Canadian dollar would change the Company's net loss by $14,307.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears no interest and short-term investments are redeemable at any time without penalty. The fair value of cash and short-term investments approximate their carrying values due to the immediate or short-term maturity of these financial instruments. Other current financial assets and liabilities are not exposed to interest rate risk because they are non-interest bearing.

(c) Capital Management

The Company's objectives of capital management are intended to safeguard the entity's ability to support the Company's normal operating requirements on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans.

12. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (continued)

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, reserves and deficit. The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the Company's assets.

To effectively manage the entity's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares to develop its mineral projects and may require doing so again in the future. The Company is monitoring market conditions to secure funding at the lowest cost of capital. The Company is exposed to various funding and market risks which could curtail its access to funds.

13. SUBSEQUENT EVENTS

Private placements

On April 14 2014, the Company completed the first tranche of a non-brokered private placement consisting of 1,479,000 units at a price of $0.055 per unit for gross proceeds of $81,345. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of $0.10 per share for two years from the date of issue of the warrant. Finders' fees were $1,760 in cash and 32,000 non-transferable warrants exercisable into common shares at $0.10 per share for two years.

On April 24, 2014, the Company completed the second tranche of a non-brokered private placement consisting of 600,000 units at a price of $0.055 per unit for gross proceeds of $33,000. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of $0.10 per share for two years from the date of issue of the warrant. Finders' fees were $2,640 in cash and 48,000 non-transferable warrants exercisable into common shares at $0.10 per share for two years.

Exploration update

On April 28, 2014, the Company received notification from AREVA Mines ("AREVA") of their intention to discontinue with the Memorandum of Understanding ("MOU") entered into on December 20, 2011 to jointly explore for uranium deposits in Argentina (See Note 5).

Stock options expired

On May 4, 2014, 32,500 stock options expired with an exercise price of $1.50.

Loan

On May 27, 2014, the Company received an unsecured, non-interest bearing working capital loan in the amount of $60,000.