DEFIANCE SILVER CORP.

(an exploration stage company)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED

MARCH 31, 2016

(Unaudited – Prepared by Management)

(expressed in Canadian dollars)

DEFIANCE SILVER CORP.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

DEFIANCE SILVER CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Prepared by Management)
(Canadian dollars)

	March 31, 2016	June 30, 2015
ASSETS		
Current assets		
Cash (Note 3)	$ 167,024	$ 419,343
Receivables (Note 4)	11,216	16,353
Advances and prepaid expenses	10,283	76,729
	188,523	512,425
Value added tax (Note 4)	240,811	211,342
Exploration and evaluation assets (Note 5)	1,955,698	1,399,816
TOTAL ASSETS	$ 2,385,032	$ 2,123,583
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	$ 547,065	$ 320,460
Loan payable (Note 7)	160,000	-
	707,065	320,460
Deferred income taxes	36,000	36,000
	743,065	356,460
Shareholders' equity		
Share capital (Note 8)	8,130,896	6,940,896
Share subscriptions receivable	(900,000)	-
Share-based reserves	628,655	600,970
Deficit	(6,217,584)	(5,774,743)
	1,641,967	1,767,123
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 2,385,032	$ 2,123,583

Nature and continuance of operations (Note 1)
Subsequent events (Note 13)

On behalf of the Board:

"Darrell A. Rader" *"Ron Sowerby"*

Darrell A. Rader Ron Sowerby

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

DEFIANCE SILVER CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS & COMPREHENSIVE LOSS

(Unaudited – Prepared by Management)
(Canadian dollars)

	Three months ended		Nine months ended	
	2016	2015	2016	2015
Expenses				
Investor relations and promotion	$ 15,015	$ 1,416	$ 41,157	$ 8,551
Legal and audit	9,757	2,911	23,974	97,206
Management fees (Note 9)	67,963	73,554	241,716	225,443
Office and administration	21,208	26,169	56,577	55,484
Share-based compensation (Note 8)	2,656	-	27,685	185,534
Travel	6,936	1,191	15,613	29,386
Transfer agent and filing fees	7,257	520	12,681	6,029
	(130,792)	(105,761)	(419,403)	(607,633)
Interest income	-	-	1,024	1,937
Gain (Loss) on foreign exchange	(25,925)	6,315	(24,462)	(4,989)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	$ (156,717)	$ (99,446)	$ (442,841)	$ (610,685)
Loss per common share – basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding – basic and diluted	66,274,034	50,219,340	63,863,443	50,132,736

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

DEFIANCE SILVER CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited – Prepared by Management)
(Canadian dollars)

	Number of Shares	Share Capital	Share Subscription Received	Share Subscription Receivable	Share-based Reserves	Deficit	Total
Balance, June 30, 2014	50,089,670	$ 5,727,874	$ -	$ -	$ 404,692	$ (4,939,263)	$ 1,193,303
Stock-based compensation	-	-	-	-	185,534	-	185,534
Share subscription received	-	-	464,000	-	-	-	464,000
Shares issued upon the exercise of warrants	200,000	10,000	-	-	-	-	10,000
Net loss for the period	-	-	-	-	-	(610,685)	(610,685)
Balance, March 31, 2015	50,289,670	$ 5,737,874	$ 464,000	$ -	$ 590,226	$ (5,549,948)	$ 1,242,152
Balance, June 30, 2015	62,377,770	$ 6,940,896	$ -	$ -	$ 600,970	$ (5,774,743)	$ 1,767,123
Stock-based compensation	-	-	-	-	27,685	-	27,685
Shares issued upon the exercise of warrants	23,800,000	1,190,000	-	(900,000)	-	-	290,000
Net loss for the period	-	-	-	-	-	(442,841)	(442,841)
Balance, March 31, 2016	86,177,770	$ 8,130,896	$ -	$ (900,000)	$ 628,655	$ (6,217,584)	$ 1,641,967

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

DEFIANCE SILVER CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)
(Canadian dollars)
Nine months ended March 31,

	2016	2015
Operating Activities		
Net loss for the period	$ (442,841)	$ (610,685)
Adjustments for:		
Stock-based compensation	27,685	185,534
Interest on loan payable	4,559	-
Net changes in non-cash working capital item:		
Receivables	5,137	3,557
Value added tax	(29,469)	(76,986)
Advances and prepaid expenses	66,446	(997)
Accounts payable and accrued liabilities	163,594	93,957
Net cash used in operating activities	(204,889)	(405,620)
Investing Activities		
Expenditures on exploration and evaluation assets	(511,858)	(425,654)
Recovery of exploration and evaluation assets	14,428	-
Net cash used in investing activities	(497,430)	(425,654)
Financing Activities		
Proceeds from loan payable	160,000	-
Proceeds from exercise of warrants	290,000	10,000
Share subscriptions received	-	464,000
Net cash provided by financing activities	450,000	474,000
Change in cash	(252,319)	(357,274)
Cash – beginning of period	419,343	685,317
Cash – end of period	$ 167,024	$ 328,043

Supplemental disclosure with respect to cash flows (Note 10)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Defiance Silver Corp ("the Company") was incorporated on July 19, 2007 under the Business Corporations Act of the Province of British Columbia. The Company's principal business is the acquisition and exploration of mineral properties. The Company's registered and records office is at 595 Burrard Street Suite 2900, Vancouver, BC, V6C 2T6. The Company's head office is at Suite 1610, 409 Granville Street, Vancouver, BC, V6C 1T2.

At the date of these condensed consolidated interim financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its mineral property interests. The ability of the Company to realize the costs it has incurred to date on these mineral property interests is dependent upon the Company being able to identify a commercial ore body, to finance its exploration costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the mineral property interest. To date, the Company has not earned revenues and is considered to be in the exploration stage.

These condensed consolidated interim financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. The Company expects to use similar financing techniques in the future and is pursuing such additional sources of financing as estimated to be required to sufficiently support its operations until such time that its operations become self-sustaining. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements were authorized by the Board of Directors of the Company on May 26, 2016

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements for the period ended March 31, 2016, have been prepared in accordance with IAS 34, 'Interim Financial Reporting'. The condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended June 30, 2015, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these condensed consolidated interim 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 condensed consolidated interim financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, 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:

i) The recoverability of receivables which are included in the condensed consolidated interim statements of financial position;

ii) The carrying value and the recoverability of exploration and evaluation assets, which are included in the condensed consolidated interim statements of financial position;

iii) The inputs used in accounting for share-based compensation expense, which are included in the condensed consolidated interim statements of operations & comprehensive loss; and

iv) The amount of deferred income taxes recognized.

(Canadian Dollars)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Critical accounting judgments

Examples of significant judgments, apart from those involving estimation, include:
- the accounting policies for exploration and evaluation assets;
- classification of financial instruments; and
- determination of functional currency.

Basis of consolidation

These condensed consolidated interim financial statements include the financial statements of the Company and the entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Company.

The principal subsidiaries of the Company as of March 31, 2016 are as follows:

Name of subsidiary	Principal activity	Place of Incorporation	Ownership Interest March 31, 2016	Ownership Interest June 30, 2015
Minera Santa Remy S.A. de CV	Mineral property exploration	Mexico	100%	100%
DefCap (BVI) Inc.	Holding company	British Virgin Islands	100%	100%

Significant accounting policies

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual consolidated financial statements as at June 30, 2015. These unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2015.

Recent accounting pronouncements

a) Adoption of new and revised standards

The following standards, amendments, and interpretations have been adopted by the Company as of July 1, 2015. There was no impact on the condensed consolidated interim financial statements as a result of the adoption of these standards, amendments, and interpretations:

- IFRS 7, Financial Instruments – Disclosure - Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

(Canadian Dollars)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Recent accounting pronouncements (cont'd…)

b) Accounting standards, amendments and interpretations not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning after January 1, 2016 or later periods. The following new standards, amendments and interpretations that have not been early adopted in these financial statements, are not expected to have a material effect on the Company's future results and financial position:

- IAS 27 & IFRS 1, Equity Method in Separate Financial Statements - IAS 27 is amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements. IFRS 1 is amended to permit use of the business combinations exemption for investments in subsidiaries accounted for using the equity method in the separate financial statements of the first-time adopter. IAS 27 and IFRS 1 will be effective for annual periods beginning on or after January 1, 2016.
- IFRS 9, Financial Instruments replaces the current standard IAS 39 Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value. IASB has tentatively decided to require an entity to apply IFRS 9 for annual periods beginning on or after January 1, 2018.
- IFRS 15, Revenue Recognition - Revenue from Contracts with Customers establishes the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. IASB has tentatively decided to require an entity to apply IFRS 15 for annual periods beginning on or after January 1, 2018.

The above new standards, amendments and interpretations that have not been early adopted in these financial statements, are not expected to have a material effect on the Company's future results and financial position. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

3. CASH

Cash consists of the following:

	March 31, 2016	June 30, 2015
Cash on deposit	$ 167,024	$ 119,343
Liquid short-term deposit	-	300,000
	$ 167,024	$ 419,343

4. RECEIVABLES

The Company's receivables arise from refundable sales tax receivable from government taxation authorities in Canada and Mexico.

	March 31, 2016	June 30, 2015
Goods and services tax ("GST")	$ 11,216	$ 16,353
Value added tax ("VAT")	$ 240,811	$ 211,342

(Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its mineral property interests and, to the best of its knowledge, title to all of its interests are in good standing.

	San Acacio Project	Minerva Property	Total
Balance, June 30, 2014	$ 660,426	$ 23,248	$ 683,674
Acquisition costs			
Property option payments	273,822	-	273,822
Exploration costs			
Claim fees	19,373	-	19,373
Consulting fees	49,428	-	49,428
Camp fees	18,442	-	18,442
Drilling costs	285,319	-	285,319
Extraction fees	24,857	-	24,857
Geology & mapping fees	44,901	-	44,901
	442,320	-	442,320
Balance, June 30, 2015	1,376,568	23,248	1,399,816
Acquisition costs			
Property option payment	292,013	-	292,013
Exploration costs			
Claim fees	10,099	-	10,099
Camp fees	11,749	-	11,749
Drilling costs	197,610	-	197,610
Extraction fees	2,669	-	2,669
Geology & mapping fees	41,742	-	41,742
	263,869	-	263,869
Balance, March 31, 2016	$ 1,932,450	$ 23,248	$ 1,955,698
Represented by:			
Acquisition costs	$ 995,722	$ 9,574	$ 1,005,296
Exploration costs	936,728	13,674	950,402
Balance, March 31, 2016	$ 1,932,450	$ 23,248	$ 1,955,698

5. EXPLORATION AND EVALUATION ASSETS (cont'd…)

San Acacio Project

The Company entered into an option agreement on October 24, 2011 with the Mexican owners ("the Vendors") for an option to purchase a 100% interest in the San Acacio property consisting of 10 mining concessions and associated surface rights and tailings ("the Assets"). The San Acacio property is located approximately 6.5 km north of the city of Zacatecas, Mexico.

Terms of the original option to the purchase agreement are as follows:
- Payment of US$25,000 (paid) for an initial 90 day due diligence period on the date of signing on October 24, 2011;
- Optional Payment of US$50,000 (paid) for an additional 90 day due diligence extension from the initial 90 day due diligence period; and
- Payment of US$200,000 (paid) for a 12 month period from signing of the trust agreement in which to acquire the assets.

Purchase price of the Assets ("Final Payment") under the original option to purchase agreement consists of the following payments which are due one year from signing of the trust agreement:

- 10 mining concessions for US$5,500,000;
- 1 parcel of surface rights for US$5,000; and
- 1 parcel of land with a tailings deposit for US$1.50 per tonne of tailings estimated in the amount of 300,000 tonnes.

On July 25, 2012, the Company and the Vendors entered into an amending purchase agreement to extend the Final Payment. The terms of the amended purchase agreement are as follows:

- Payment of US$150,000 for a 24 month extension from the date of signing the trust agreement ("First Extension Period); this payment was further extended subsequent to June 30, 2013;
- Payment of US$225,000 for a 36 month extension from the date of signing the trust agreement ("Second Extension Period); and
- Final Payment for the Assets at the end of the selected extension period.

On September 27, 2012, the Company and the Vendors entered into the trust agreement with the initial 12 month option period set to expire on September 27, 2013.

During the year ended June 30, 2014, the Company renegotiated payment terms for the US$150,000 payment due on September 27, 2013 under the San Acacio option agreement. The revised payment terms called for four quarterly payments of US$37,500, all of which were paid.

On September 26, 2014, the Company renegotiated its San Acacio silver project purchase agreement, extending its option by three years.

The new terms of the agreement were as follows (all amounts in U.S. dollars):

- The US$225,000 property payment due on September 27, 2014, was payable in four equal installments of $56,250 every three months commencing on September 27, 2014. All the payments have been made.
- A three-year extension of the option period to September 27, 2018 was negotiated, in exchange for yearly payments, a portion of which will be credited toward the final payment of US$5,500,000.

Date	Option payment	Amount credited toward final payment	Total yearly payment
September 27, 2015	US$ 150,000	US$ 200,000	US$ 350,000
September 27, 2016	US$ 150,000	US$ 400,000	US$ 550,000
September 27, 2017	US$ 150,000	US$ 600,000	US$ 750,000
September 27, 2018	-	US$4,300,000	US$4,300,000

(Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (cont'd…)

During the period ended March 31, 2016, the Company renegotiated payment terms whereas the US$350,000 payment due on September 27, 2015 will be paid in four quarterly payments of US$87,500 commencing on September 27, 2015. As at March 31, 2016, the first and second instalments have been paid.

Subsequent to the period ended March 31, 2016, the Company renegotiated payment terms and postponed payments of US$300,000 originally due by December 27, 2016 to September 27, 2018. Under the renegotiated agreement, the Company will pay only four quarterly payments of US$37,500 totaling US$150,000 to December 27, 2016 (Note 13).

At the discretion of the Company, any of the yearly payments due in 2015, 2016 and 2017 can be replaced by a payment of US$1,000,000, all of which will be credited toward the final payment. If the Company chooses to accelerate its payments, the balance payable will range between US$2,500,000 and US$4,300,000.

The property is subject to a 2.5% net smelter return royalty ("NSR") payable to the vendors on production from the property. The Company will have the right to purchase the NSR at any time for US$2,500,000 which will escalate with the official Mexican Inflation Index after a five year period.

Following the first anniversary of the purchase of the Assets, the Company must make minimum annual royalty payments of US$125,000. The minimum royalty commitment terminates in the event that the production royalty paid is equal to or higher than the equivalent to the minimum that would have been due during 6 consecutive months.

Surface rights agreements

In August 2014, the Company obtained authorization to temporarily occupy and explore certain land holdings on the San Acacio property. In order to keep the agreement in good standing, the Company is required to make semi-annual payments of MXN 9,000 during the exploration phase and MXN 60,000 during the development phase. The agreement will be valid for 20 years with the option to extend in the future.

On February 27, 2015, the Company entered into an additional surface rights agreement for the right to occupy and perform exploration work on the San Acacio property. The Company will have authorization to explore the surface of the property for a term of three years by making annual advance payments of MXN 120,000 (paid) and by paying a onetime fee of MXN 100,000 (paid) on the signing of the agreement.

Minerva property

During the year ended June 30, 2012, the Company applied for a mining claim located in Coahuila State, Mexico, known as the Minerva property.

As of March 31, 2016, the application was still pending approval by the Mexican mining authorities.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Payables and accrued liabilities for the Company are broken down as follows:

	March 31, 2016	June 30, 2015
Accrued liabilities	$ 290,219	$ 292,223
Trade payables	256,846	28,237
	$ 547,065	$ 320,460

All payables and accrued liabilities for the Company fall due within the next 12 months.

(Canadian Dollars)

7. LOAN PAYABLE

During the period ended March 31, 2016, the Company received loan proceeds of $160,000 from a third party. The loan bears interest of 10% per annum, was due on March 31, 2016, and was callable at any time by the lender. During the period ended March 31, 2016, the Company accrued interest of $4,559, which was included in office and administration expenses. Subsequent to the period ended March 31, 2016, the Company repaid the loan of $160,000 and accrued interest of $5,348.

8. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value. All issued shares are fully paid.

Private Placements

During the year ended June 30, 2015, the Company closed a private placement with the issuance of 12,088,100 units at a price of $0.10 per Unit for gross proceeds of $1,208,810. Each Unit consists of one common share of the Company and one-half of one share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder to purchase one common share of the Company for a period of 18 months at a price of $0.15 per share. The Company incurred $5,788 in share issue costs in connection with the private placement.

Stock options

Under the Company's rolling stock option plan, the Company may grant options, with a maximum term of ten years, for up to 10% of the Company's issued and outstanding common shares, to directors, employees and technical consultants at exercise prices to be determined by the market value on the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares, and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares. Incentive stock options issued have an immediate vesting term, unless vesting is imposed by the Company's board of directors.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, June 30, 2014	2,130,000	$ 0.28
Granted	2,370,000	0.10
Expired	(505,000)	0.20
Balance, June 30, 2015	3,995,000	$ 0.19
Granted	50,000	0.10
Balance, March 31, 2016	4,045,000	$ 0.18

(Canadian Dollars)

8. SHARE CAPITAL (cont'd…)

Stock options (cont'd…)

The following weighted average assumptions were used for the Black-Scholes valuation of the stock options:

	2016	2015
Risk-free interest rate	0.90%	1.25%
Expected life of option	5 years	5 years
Expected dividend yield	0%	0%
Expected stock price volatility	146.36%	154.50%

The following incentive stock options were outstanding to directors, officers and employees at March 31, 2016:

Number of Options Outstanding	Exercise Price	Expiry Date	Number of Options Exercisable	Weighted Average Exercise Price
675,000	$0.33	June 6, 2016	675,000	$0.33
60,000	0.60	December 19, 2016	60,000	0.60
640,000	0.27	November 22, 2017	640,000	0.27
250,000	0.27	December 10, 2017	250,000	0.27
2,020,000	0.10	November 6, 2019	2,020,000	0.10
100,000	0.15	March 12, 2020	100,000	0.15
250,000	0.11	June 10, 2020	250,000	0.11
50,000	0.10	November 27, 2020	25,000	0.10
4,045,000	$0.18		4,020,000	$0.19

Share-based compensation

The Company recognizes compensation for all stock options granted using the fair value based method of accounting. During the period ended March 31, 2016, the Company recognized $27,685 (2015-$185,534) in share-based compensation expense for options issued in the current period and previous periods.

(Canadian Dollars)

8. SHARE CAPITAL (cont'd…)

Warrants

During the period ended March 31, 2016, the Company received proceeds of $290,000 and recorded share subscriptions receivable of $900,000 (received subsequently) from the exercise of 23,800,000 warrants. Subsequent to the period ended March 31, 2016 the Company received an additional $385,508 from the exercise of 2,570,050 warrants (Note 13).

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants and Agent's Warrants	Weighted Average Exercise Price
Balance, June 30, 2014	25,075,000	$ 0.05
Issued	6,044,050	0.15
Exercised	(200,000)	0.05
Balance, June 30, 2015	30,919,050	$ 0.07
Expired	(1,075,000)	0.15
Exercised	(23,800,000)	0.05
Balance, March 31, 2016	6,044,050	$ 0.15

At March 31, 2016, the following warrants and Agent's warrants were outstanding:

Number of Warrants and Agent's Warrants	Exercise Price	Expiry Date
5,037,550	0.15	November 12, 2016*
1,006,500	0.15	December 2, 2016**
6,044,050		

*2,320,050 warrants subsequently exercised
**250,000 warrants subsequently exercised

9. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals.

As at March 31, 2016, accounts payable and accrued liabilities included $157,207 (June 30, 2015 - $28,976) payable to directors, officers and companies controlled or related to directors and/or officers. Amounts payable to related parties have no specific terms of repayment, are unsecured and do not bear interest.

During the period ended March 31, 2016, the Company:

(a) paid or accrued management fees of $67,500 (2015 – $67,500) to a company controlled by the CEO, President and director of the Company.

(b) paid or accrued management fees of $75,216 (2015 – $65,818) to an officer of the Company.

(c) paid or accrued management fees of $22,500 (2015 - $28,650) to a company controlled by a director of the Company.

(d) paid or accrued management fees of $10,000 (2015 - $22,500) to a former officer of the Company.

(e) paid or accrued management fees of $5,500 (2015 - $Nil) to a company controlled by the CFO of the Company.

(f) paid or accrued $18,000 (2015 - $18,000) in rent expense, included in office and administration, to a company related by common directors.

Share-based compensation includes stock options granted to directors and officers recorded at a fair value of $14,317 (2015 - $135,432).

10. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

Significant non-cash transactions for the period ended March 31, 2016 included:

a) A balance of $61,667 included in exploration and evaluation assets relating to accounts payable and accrued liabilities.

Significant non-cash transactions for the period ended March 31, 2015 included:

a) A balance of $103,850 included in exploration and evaluation assets relating to accounts payable and accrued liabilities.

b) 150,000 common shares issued with a value of $15,000 for mineral property interests.

11. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and development of mineral properties in Mexico. All of the mineral property costs at March 31, 2016 and June 30, 2015 were for mineral property interests in Mexico.

12. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

12. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

The fair value of the Company's receivables, accounts payable and accrued liabilities, approximate carrying value, due to their short-term nature. The Company's other financial instrument, cash, under the fair value hierarchy, is measured based on level one quoted prices in active markets for identical assets or liabilities. The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at large Canadian financial institutions in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist mainly of GST/VAT due from the governments of Canada and Mexico. As such, the Company does not believe it is subject to significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2016, the Company had cash of $167,024 (June 30, 2015 - $419,343) to settle current liabilities of $707,065 (June 30, 2015 - $320,460). The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset backed commercial paper.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash balances and interest-bearing investments. The interest earned on the investments approximates fair value rates, and the Company is not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its financial institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at March 31, 2016, the Company had a total of $Nil (June 30, 2015 - $300,000) in investment-grade short-term deposit certificates.

The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term deposits included in cash is minimal because of the short-term nature of these investments.

b) Foreign currency risk

The Company is not exposed to significant foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in United States dollars ("US$") and Mexican pesos ("MX$"). The Company does not use derivatives or other techniques to manage foreign currency risk.

12. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals, and the stock market to determine the appropriate course of action to be taken by the Company.

Based on management's knowledge and experience of the financial markets, management does not believe that the Company's current financial instruments will be affected by interest rate risk, currency risk and credit risk.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its mineral properties, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes components of debt and shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

There were no changes in the Company's approach to capital management.

13. SUBSEQUENT EVENTS

Subsequent to the period ended March 31, 2016, the Company:

a) Renegotiated payment terms on its San Acacio silver project purchase agreement and postponed payments of US$300,000 originally due by September 27, 2017 to September 27, 2018. Under the renegotiated agreement, the Company will pay only four quarterly payments of US$37,500 totaling US$150,000 to December 27, 2016. The new terms of the agreement are as follows (all amounts in U.S. dollars):

Date	Option payment	Amount credited toward final payment	Total yearly payment
By December 27, 2016	US$ 150,000	$Nil	US$ 150,000
By September 27, 2017	US$ 225,000	US$ 800,000	US$ 1,025,000
On September 27, 2018	-	US$ 4,600,000	US$ 4,600,000

The amount of US$800,000 above due by September 27, 2017 may be deferred until September 27, 2018 by future mutual agreement between the parties to the project purchase agreement.

b) Received payment for $900,000 of share subscriptions receivable and received total proceeds of $385,508 from the exercise of 2,570,050 additional warrants at $0.15.

c) Repaid the third party loan of $160,000 and accrued interest of $5,348 (Note 7).