OMINECA MINING AND METALS LTD.
(An Exploration Stage Corporation)
CONDENSED INTERIM FINANCIAL STATEMENTS

For the period ended March 31, 2013

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

OMINECA MINING AND METALS LTD.
(An Exploration Stage Corporation)
CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed interim financial statements for the period ended March 31, 2013.

NOTICE TO READER OF THE
CONDENSED INTERIM FINANCIAL STATEMENTS

The Management of Omineca Mining and Metals Ltd. is responsible for the preparation of the accompanying condensed interim financial statements as at March 31, 2013.

These condensed interim financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company, MacKay LLP.

The condensed interim financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with International Financial Reporting Standards ("IFRS").

"Timothy J Termuende"	*"Glen J Diduck"*
Timothy J. Termuende, P. Geo	Glen J. Diduck, CA
President and Chief Executive Officer	Chief Financial Officer

OMINECA MINING AND METALS LTD.
(An Exploration Stage Corporation)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – prepared by management)
Expressed in Canadian dollars

	Mar 31 2013 (unaudited)	Dec 31 2012 (unaudited)
Assets		
Current		
Cash and cash equivalents	**$1,715,306**	$1,914,538
Accounts receivable	**23,978**	26,004
Prepaid expenses	**2,048**	24,695
Current investments (Note 4)	**94,492**	124,886
Mineral exploration tax credits recoverable	**13,302**	13,302
	1,849,126	2,103,425
Long term investments (Note 4)	**23,500**	20,856
Exploration and evaluation assets (Note 5)	**583,193**	484,772
	$2,455,819	$2,609,053
Liabilities and Shareholders' Equity		
Current		
Accounts payable and accrued liabilities	**$127,591**	$73,241
Shareholders' equity		
Share capital (Note 6)	**5,756,804**	5,756,804
Contributed surplus (Note 6)	**373,763**	373,763
Accumulated other comprehensive loss (Notes 4 and 14)	**(200,662)**	(172,740)
Deficit	**(3,601,677)**	(3,422,015)
	2,328,228	2,535,812
	$2,455,819	$2,609,053

Nature and Continuance of Operations (Note 1)
Commitments and Contingencies (Note 10)
Subsequent Events (Note 15)

On behalf of the Board:

“Timothy J Termuende” Director
Mr. Timothy J. Termuende (Signed)

“Glen J Diduck” Director
Mr. Glen J. Diduck (Signed)

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

OMINECA MINING AND METALS LTD.
(An Exploration Stage Corporation)
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited – prepared by management)
Expressed in Canadian dollars

	Three Months Ended Mar 31 2013	Three Months Ended Mar 31 2012
Expenses		
Administration costs (Note 9)	**$ 41,644**	$ 21,006
Professional fees (Note 9)	**93,244**	27,841
Public company costs	**14,408**	7,168
Share-based payments (Note 6)	**-**	1,940
Trade shows, travel and promotion	**36,431**	12,563
Loss before other items	**(185,727)**	(70,518)
Other items		
Investment income	**6,065**	8,035
Option proceeds in excess of carrying value	**-**	74,304
Loss for the period	**(179,662)**	11,821
Other comprehensive loss		
Unrealized loss on investments	**(27,922)**	(71,066)
Comprehensive loss for the period	**$(207,584)**	$(59,245)
Earnings per share – basic and diluted (Note 8)	**$(0.01)**	$(0.00)
Weighted average number of shares – basic and diluted (Note 8)	**18,024,838**	18,024,838

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

Expressed in Canadian dollars

	Share Capital			Accumulated		
				Other		
			Contributed	Comprehensive		
	Shares	Amount	Surplus	Income	Deficit	Total
Balance, December 31, 2011	18,024,838	$5,766,550	$371,823	$ (19,626)	$(2,758,502)	$3,360,245
Share issue costs	-	(9,996)	-	-	-	(9,996)
Share-based payments	-	-	1,940	-	-	1,940
Other comprehensive loss for the period	-	-	-	(71,066)	-	(71,066)
Loss for the period	-	-	-	-	11,821	11,821
Balance, March 31, 2012	18,024,838	5,756,554	373,763	(90,692)	(2,746,681)	3,292,944
Share issue costs	-	250		-	-	250
Other comprehensive loss for the year	-	-	-	(82,048)	-	(82,048)
Loss for the year	-	-	-	-	(675,334)	(675,334)
Balance, December 31, 2012	18,024,838	5,756,804	373,763	(172,740)	(3,422,015)	2,535,812
Other comprehensive loss for the period	-	-	-	(27,922)	-	(27,922)
Loss for the period	-	-	-	-	(179,662)	(179,662)
Balance, March 31, 2013	**18,024,838**	**$5,756,804**	**$373,763**	**$(200,662)**	**$(3,601,677)**	**$2,328,228**

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

OMINECA MINING AND METALS LTD.
(An Exploration Stage Corporation)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – prepared by management)
Expressed in Canadian dollars

	Three Months Ended Mar 31 2013	Three Months Ended Mar 31 2012
Cash flows from operating activities		
Income (loss) for the period	**$ (179,662)**	$ 11,821
Adjustment for:		
Option proceeds in excess of carrying value	**-**	(74,304)
Share-based payment	**-**	1,940
	(179,662)	(60,543)
Changes in non-cash working capital items		
Increase in accounts receivable	**2,026**	(7,754)
Increase in prepaid expenses	**22,647**	-
Increase in accounts payable	**54,350**	42,197
	(100,639)	(26,100)
Cash flows from financing activity		
Share issue costs	**-**	(9,996)
Cash flows from investing activities		
Purchase of investments	**(172)**	(53,953)
Exploration of mineral exploration properties	**(98,421)**	(111,727)
	(98,593)	(165,680)
Increase (decrease) in cash and cash equivalents	**(199,232)**	(201,776)
Cash and cash equivalents, beginning of period	**1,914,538**	2,872,345
Cash and cash equivalents, end of period	**$1,715,306**	$2,670,569
Cash and cash equivalents comprise:		
Bank deposits	**$ 76,223**	$ 102,770
Term deposits	**1,639,083**	2,567,799
	$1,715,306	$2,670,569

See Note 12 Statement of Cash Flows
The Company made no cash payments for income taxes or interest.
The Company received cash payments of $6,065 (2012 - $8,036) for interest.

1. Nature and Continuance of Operations

The Company was incorporated on March 15, 2011, pursuant to the Alberta Business Corporation Act (Alberta), and is extra-provincially registered in the Yukon and British Columbia. The Company is a junior resource company holding properties in British Columbia and the Yukon for the purpose of exploring for, and the development of mineral resources. As the Company has not commenced production on any of its mining properties the Company is an exploration stage company.

The Company's corporate office and principal place of business is Suite 200, 44-12th Avenue South, Cranbrook, British Columbia, Canada.

Management believes the Company will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity to the public, will be sought to finance the operations of the Company. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

2. Basis of Preparation

(a) Statement of Compliance

The financial statements for the Company for the period ending March 31, 2013 are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements were authorized for issue by the Company's Board of Directors on May 22, 2013.

(b) Basis of Measurement

These 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 ("FVTPL") and available-for-sale ("AFS") which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian dollars, which is also the Company's functional currency.

(c) Use of Estimates and Judgments

The preparation of financial statements in compliance with IFRS requires management to make certain judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Financial results as determined by actual events could differ from these estimates.

The estimates and underlying assumptions are evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Significant accounting estimates

i. The inputs used in accounting for share-based payments in profit or loss;
ii. The assessment of indications of impairment of each exploration and evaluation property and related determination of the net realizable value and write-down of those properties where applicable;
iii. The realization of the deferred income tax asset or liability; and

2. Basis of Preparation - continued

iv. Amounts of provisions, if any, for environmental rehabilitation and restoration.

Significant accounting judgments

v. The determination of categories of financial assets and financial liabilities.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. The financial statements have, in management's opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

a) Cash and cash equivalents
Cash and cash equivalents consist of cash on hand, bank balances, term deposits and investments with maturities of three months or less from the date of purchase that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

b) Financial instruments
The Company holds various financial instruments. Unless otherwise indicated, it is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

Financial instruments recognized in the Statement of Financial Position include cash and cash equivalents, current and long term investments, and accounts payable and accrued liabilities.

Financial assets

Financial assets at fair value through profit or loss (“FVTPL”)

Financial assets are classified as FVTPL when the financial asset is held for trading or it is designated as FVTPL. Financial assets classified as FVTPL are stated at fair value with any resultant gain or loss recognized in profit and loss.

The Company has classified cash and cash equivalents as FVTPL.

Available-for-sale financial assets (“AFS”)

Investments in marketable securities are classified as AFS financial assets. Investments are initially recognized at fair value and are subsequently carried at fair value with changes recognized in other comprehensive income or loss. Fair value is based on quoted closing bid prices for publicly traded shares without recognizing the possible effects of price fluctuations, quantities traded and similar items.

Investments in entities in which the Company does not have control or significant influence are designated as available-for-sale. The fair value for investments designated as available-for-sale is recorded on the statement of financial position, with unrealized gains and losses, net of related income taxes, recorded in accumulated other comprehensive income (“AOCI”). The cost of securities sold is based on the specific identification method. Realized gains and losses, including any other-than-temporary decline in value, on these equity securities are removed from AOCI and recorded in income or loss.

Shares held in escrow have been valued at fair value, discounted by the put option for the length of the escrow period; which is calculated using the Black-Scholes option-pricing model.

The Company has classified investments as AFS.

3. Significant Accounting Policies - continued

Loans and receivables

Accounts receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Such assets are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost less impairment losses.

The impairment loss of receivables is based on a review of all outstanding amounts at period end. Bad debts are written off during the period in which they are identified.

Transaction costs associated with FVTPL and AFS financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Impairment of financial assets

The Company assesses at each statement of financial position date whether there is objective evidence that a financial asset is impaired. Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty; or
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

Where impairment has occurred, the cumulative loss is recognized in the statement of comprehensive loss.

Financial liabilities

Financial liabilities classified as other-financial-liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other-financial-liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are classified as other-financial-liabilities.

c) Exploration and evaluation expenditures

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into option arrangements, whereby the Company may transfer part of a mineral interest, as consideration, for an agreement by the optionee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the optionee on its behalf. Any cash or other consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess consideration accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive income (loss). The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Under IFRS 6 Exploration for and Evaluation of Mineral Resources, one or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment:

i. The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.

3. Significant Accounting Policies - continued

ii. Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.

iii. Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.

iv. Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full form successful development or by sale.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties. As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Mineral exploration and evaluation expenditures are classified as intangible assets.

d) Mineral tax credit

The Federal and Provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company accrues these credits as a reduction of exploration and evaluation expenditures in the period that the related expenditures were incurred. These accrued credits are subject to review by the relevant authorities and by their nature are subject to measurement uncertainty. Adjustments if any, resulting from such a review are recorded in the period that the tax filings are amended.

e) Option Agreements

Certain of the Company's exploration and development activities are conducted jointly with others through option agreements. These financial statements reflect only the Company's proportionate interest in such activities.

f) Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The impairment loss is recognized in the statement of comprehensive income (loss) for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized immediately in profit and loss.

g) Rehabilitation obligations

The Company recognizes the fair value of a legal and constructive liability for a rehabilitation obligation in the period in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in the statement of operation. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. The Company does not have material rehabilitation obligations.

h) Income taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in

3. Significant Accounting Policies - continued

other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

i) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants, options and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of common shares issued in private placements was determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to attached warrants. Any fair value attributed to warrants is recorded to contributed surplus.

Flow-through shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's year is disclosed separately as flow-through share proceeds in Note 10.

The Company may also be subject to Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until qualifying expenditures are incurred.

3. Significant Accounting Policies - continued

j) Per share amounts

Basic income per common share is computed by dividing the net income for the period by the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to re-purchase common shares of the Company at the average market price during the year.

k) Share-based payments

The fair value of options to purchase common shares is calculated at the date of the grant using the Black-Scholes option-pricing model.

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive income (loss) over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive income (loss) over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive income (loss) over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive income (loss), unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

l) New accounting pronouncements

Certain new accounting standards and interpretations have been published that are mandatory for the March 31, 2013 reporting period.

The following is a brief summary of the new standards adopted in the period:

3. Significant Accounting Policies - continued

IFRS 7 – Financial Instruments: Disclosures
IFRS 7 requires additional disclosure requirements in the reporting of transfer transactions and risk exposures relating to transfers of financial assets and the effect of those risks on an entity's financial position, particularly those involving securitization of financial assets. This standard is effective for years beginning on or after January 1, 2013. The adoption of this standard has no impact on the financial statements.

IFRS 10 – Consolidation
IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation—Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements. This standard is effective for years beginning on or after January 1, 2013. The adoption of this standard has no impact on the financial statements.

IFRS 11 – Joint Arrangements
IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers. This standard is effective for years beginning on or after January 1, 2013. The adoption of this standard has no impact on the financial statements.

IFRS 12 – Disclosure of Interests in Other Entities
IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. This standard is effective for years beginning on or after January 1, 2013. The adoption of this standard has no impact on the financial statements.

IFRS 13 – Fair Value Measurement
IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. This standard is effective for years beginning on or after January 1, 2013. The adoption of this standard has no impact on the financial statements.

IAS 1 – Presentation of Financial Statements
IAS1 requires entities to group items presented in OCI based on whether they are potentially reclassifiable to profit or loss subsequently, i.e. those that might be reclassified and those that will not be reclassified. It also requires tax associated with items presented before tax to be shown separately for each of the two groups of OCI items (without changing the option to present items of OCI either before tax or net of tax). This standard is effective for years beginning on or after July 1, 2012. The adoption of this standard has no impact on the financial statements.

IAS 27 – Separate Financial Statements
IAS 27 Separate Financial Statements (as amended in 2011) outlines the accounting and disclosure requirements for 'separate financial statements', which are financial statements prepared by a parent, or an investor in a joint venture or associate, where those investments are accounted for either at cost or in accordance with IAS 39 Financial Instruments: Recognition and Measurement or IFRS 9 Financial Instruments. The standard also outlines the accounting requirements for dividends and contains numerous disclosure requirements. IAS 27 was reissued in May 2011 and applies to annual periods beginning on or

3. Significant Accounting Policies - continued

after January 1, 2013 and supersedes IAS 27 Consolidated and Separate Financial Statements from that date. The adoption of this standard has no impact on the financial statements.

IAS 28 – Investments in Associates and Joint Ventures
IAS 28 Investments in Associates and Joint Ventures (as amended in 2011) outlines how to apply, with certain limited exceptions, the equity method to investments in associates and joint ventures. The standard also defines an associate by reference to the concept of "significant influence", which requires power to participate in financial and operating policy decisions of an investee (but not joint control or control of those polices). IAS 28 was reissued in May 2011 and applies to annual periods beginning on or after January 1, 2013. The adoption of this standard has no impact on the financial statements.

Certain new accounting standards and interpretations have been published that are not mandatory for the March 31, 2013 reporting period. Each of the new standards is effective for annual periods beginning on or after July 1, 2012 (as noted) with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards 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 standards:

IFRS 9 – Financial instruments
IFRS 9 addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit and loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit and loss or at fair value through other comprehensive income. This standard is effective for years beginning on or after January 1, 2015.

IAS 32 – Financial Instruments: Presentation
IAS 32 provides clarification on the application of offsetting rules. These amendments are effective for annual periods beginning on or after January 1, 2014.

4. Investments

The Company holds securities that have been designated as available-for-sale as follows:

	March 31, 2013		December 31, 2012	
	Market Value	**Cost**	Market Value	Cost
Current:				
Common shares in public companies	**$ 43,416**	**$ 228,178**	$ 73,983	$ 228,178
Term deposits	**51,076**	**51,076**	50,903	50,903
	$ 94,492	**$ 279,254**	$ 124,886	$ 279,081
Long-term:				
Common shares of public companies	**$ 12,000**	**$ 4,500**	$ 12,356	$ 4,500
Common shares of public companies held in escrow	**8,000**	**31,401**	5,000	31,401
Term deposits	**3,500**	**3,500**	3,500	3,500
	$ 23,500	**$ 39,401**	$ 20,856	$ 39,401

For securities traded in an active market, market value is based on the quoted closing bid prices of the securities at March 31, 2013. The fair value of these securities may differ from the quoted trading price due to the effect of market fluctuations and adjustment for quantities traded. Cost is calculated using the quoted closing bid price on the date of receipt of the securities.

The Company holds public traded securities held in escrow to be released to the Company over a period from May

4. Investments - continued

16, 2013 to February 15, 2015. Securities held in escrow have been recorded at fair value, discounted by the put option for the length of the escrow period; which is calculated using the Black-Scholes option-pricing model. The Company received 40,000 shares (2012 – 45,000) released from escrow in the quarter.

The Company holds public traded securities as long term investments when they are not free-trading. Current term deposits are cashable on demand, as long as credit cards are cancelled. Long-term term deposits are held for terms greater than 90 days.

Pursuant to certain mineral property option agreements, the Company received in the period nil (2011 – 125,000) shares with a fair value of $nil (2012 - $30,000).

The Company recorded other comprehensive loss of $27,922 (2012 - $71,066) in the quarter, resulting in accumulated other comprehensive loss of $200,662 (2012 – $90,692), which is the result of the change in fair value to March 31, 2013.

5. Exploration and Evaluation Assets

The Company has classified its exploration and evaluation properties into two geographical locations, namely British Columbia and the Yukon. The following is a summary of the properties:

	December 31, 2012	Acquisition & Exploration Costs	Option and Other Payments	Write Down of Properties	Option Proceeds in Excess of Carrying Value	Mineral Exploration Tax Credits	**March 31, 2013**
British Columbia							
Abo	$ 1	$ -	$ -	$ -	$ -	$ -	**$ 1**
FraserCanyon	-	56,315	-	-	-	-	**56,315**
Wingdam	-	40,894	-	-	-	-	**40,894**
Yukon							
Kiwi	484,770	1,212	-	-	-	-	**485,982**
Severance	1	-	-	-	-	-	**1**
	$ 484,772	$ 98,421	$ -	$ -	$ -	$ -	**$ 583,193**

	December 31, 2011	Acquisition & Exploration Costs	Option and Other Payments	Write Down of Properties	Option Proceeds in Excess of Carrying Value	Mineral Exploration Tax Credits	March 31, 2012
British Columbia							
Abo	$ 1	$ 31	$ (6,300)	$ -	$ 6,269	$ -	$ 1
Sully	-	76,597	-	-	-	-	76,597
Yukon							
Kiwi	448,278	6,349	-	-	-	-	454,627
Severance	23,216	28,750	(120,000)	-	68,035	-	1
	$ 471,495	$ 111,727	$(126,300)	$ -	$ 74,304	$ -	$ 531,226

5. Exploration and Evaluation Assets - continued

Summary of exploration expenditures by category

2013	Fraser	Wingdam	Kiwi	Total
Geophysical	$ 55,951	$ 34,098	$ -	$ 90,049
Geological and Geochemical	-	4,255	1,211	5,466
Tenure and Acquisitions	364	2,541	-	2,905
	$ 56,315	$ 40,894	$ 1,211	$ 98,420

2012	Abo	Sully	Kiwi	Severance	Total
Drilling	$ -	$ 74,422	$ -	$ -	$ 74,422
Geological and Geochemical	-	2,175	6,349	-	8,524
Transportation	31	-	-	-	31
Tenure and Acquisitions	-	-	-	28,750	28,750
	$ 31	$ 76,597	$ 6,349	$ 28,750	$ 111,727

BC Projects

Abo (Harrison) Project

The 2427 ha property, consisting of 11 claim units, is situated 5 kilometers north of Harrison Hot Springs, B.C. One claim, Hot 4, is subject to a 2% NSR.

On November 17, 2011, the Company completed an option agreement whereby Sierra Madre Developments Inc. ("Sierra") can earn a 100% interest in the property by making exploration expenditures of $3,000,000 and completing payments of 4,000,000 shares and $1,000,000 cash over a five year period. The Property is subject to a 2% Net Smelter Return Royalty payable to the Company. Sierra has the right to purchase 1% of the Royalty at any time for the sum of $1,000,000 in cash. Payments are due as follows:

Cash Payments	Share Payments	Exploration Expenditures	Due Date
$ 25,000	-	$ -	On execution date (received)
25,000	200,000	-	December 5, 2011 (received)
50,000	300,000	100,000	December 5, 2012 (received)
100,000	500,000	150,000	December 5, 2013
100,000	500,000	250,000	December 5, 2014
200,000	1,000,000	1,000,000	December 5, 2015
500,000	1,500,000	1,500,000	December 5, 2016
$ 1,000,000	4,000,000	$ 3,000,000	

Fraser Canyon/Wingdam Projects

On October 5, 2012, the Company signed an arm's length Letter of Intent ("LOI") dated September 18t, 2012, (with an effective date of October 4, 2012) whereby Omineca has the exclusive right to acquire all issued and outstanding shares of CVG Mining Ltd., a private British Columbia corporation ("CVG") which controls a 100% interest in the two projects (see news release December 4, 2012). Under terms of the proposed Agreement, Omineca will issue 47,471,548 common shares at a deemed price of $0.35 per share, representing a purchase price of $16,615,042 and issue a $5,400,000 convertible debenture in connection with the assumption by Omineca of certain debt related to the property. This Reverse Takeover ("RTO") transaction is expected to be voted on by shareholders in the third quarter of this year..

Yukon Projects

Kiwi Project

On February 20, 2013, the Company and HFX Holding Corp. ("HFX") (a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange) entered into a letter agreement whereby HFX may earn a 100% interest in the Kiwi Gold Property, located 70 km northeast of Ross River, in central Yukon. Under the terms of the

5. Exploration and Evaluation Assets - continued

agreement, HFX has the option to earn a 100% interest in the 2,981 ha property by making $320,000 in cash payments and issuing 800,000 common shares to Omineca over 6 years. Omineca will maintain a 2% Net Smelter Royalty on the claims, which may be reduced to 1% upon payment of $1,000,000. Payments are due as follows:

Cash Payments	Share Payments	Due Date
$ 30,000	50,000	On Exchange acceptance
-	100,000	1st anniversary of exchange acceptance
40,000	100,000	2nd anniversary of exchange acceptance
50,000	150,000	3rd anniversary of exchange acceptance
50,000	150,000	4th anniversary of exchange acceptance
75,000	250,000	5th anniversary of exchange acceptance
75,000	-	6th anniversary of exchange acceptance
$ 320,000	800,000	

Severance Project
The property, located in the west-central Yukon, was originally acquired through an option agreement whereby a 2% Net Smelter Royalty is reserved for the vendor, 4763 NWT Ltd., half of which may be purchased at any time for $1,000,000. The Company has also agreed to reserve for the vendor 25% of the proceeds from any subsequent third-party sale or option of the claims, to a maximum of $100,000. As at March 31, 2013, total payments of $73,125 have been made.

On March 21, 2007, an option agreement was executed with Northern Freegold Resources Ltd. ("NFR"; which has common directors with the Company) whereby NFR may earn a 100% interest (less 3% NSR, of which 2% may be purchased for $1,500,000) in the Severance Property, by making cash payments totaling $37,500 and issuing 225,000 common shares (received). Under the agreement, NFR also agreed to:

(a) assume Omineca's obligation to pay to 4763 NWT Ltd. a 2% Net Smelter Royalty on all mineral production from the Severance Property,
(b) pay to Omineca a 1% Net Smelter Royalty following commercial production on the Severance Property.

The Company has the right to receive 500,000 shares of NFR following:
(a) the commencement of commercial production;
(b) NFR's transfer of its interest in the Severance Property without Omineca's consent; or
(c) the sale, transfer, conveyance or other disposition of a control interest in NFR (control interest being an interest allowing a holder to direct or cause the direction of the management and policies of NFR).

The Company is obligated to transfer 25% of the 500,000 shares, to a maximum value of $28,750 (paid), it receives from NFR referred to above to 4763 NWT Ltd. upon its receipt of same. On January 25, 2012, NFR executed an agreement to grant the Company 500,000 shares to facilitate the optioning out of the property. The shares are subject to escrow, with the following release dates: 125,000 issued on January 25, 2012 (received); 125,000 on May 16, 2012 (received); 125,000 on November 16, 2012 (received) and 125,000 on May 16, 2013.

6. Equity Instruments

a) Authorized
Unlimited number of common shares without nominal or par value.

Unlimited number of first and second preference shares without nominal or par value, with the rights, privileges and conditions thereof determined by the directors of the Company at the time of issuance.

b) Issued and outstanding
At March 31, 2013, there were 18,024,838 (2012 – 18,024,838) shares issued and outstanding.

6. Equity Instruments - continued

c) Stock Option Plan

The Company has a stock option plan for employees, directors, officers and consultants. Stock options can be issued up to a maximum number of common shares equal to 10% of the issued and outstanding common shares of the Company. The exercise price and vesting period of options granted is not less than the market price of the common shares traded less the available discount under TSX Venture Exchange Inc. policies, and is determined by the Board of Directors. Options granted can have a term of up to 10 years.

As at March 31, 2013, the Company has the following stock options outstanding:

Total issued and outstanding	Number of Options	Option Price per Share Range	Weighted Average Exercise Price
Balance, March 31, 2012 and March 31, 2013	**1,380,000**	**$0.40**	**$0.40**

As at March 31, 2013, the following table summarizes information about stock options outstanding:

Options Outstanding	Option Price	Weighted Average Exercise Price	Expiry Date	Number of Options Currently Exercisable	Weighted Average Exercise Price of Options Currently Exercisable
1,380,000	**$0.40**	**$0.40**	**Jun 8, 2016**	**1,380,000**	**$0.40**

As at March 31, 2012, the following table summarizes information about stock options outstanding:

Options Outstanding	Option Price	Weighted Average Exercise Price	Expiry Date	Number of Options Currently Exercisable	Weighted Average Exercise Price of Options Currently Exercisable
1,380,000	$0.40	$0.40	Jun 8, 2016	1,372,500	$0.40

(d) Compensation expense for share options

In the year, $nil (2012 – $1,940) was recorded as share-based payments. Contributed surplus is made up entirely from share-based payments. Share-based payments are determined based on the estimated fair value of the options at the grant dates and amortized over the vesting period. The Company valued the options issued using the Black-Scholes model with the following weighted average assumptions:

Weighted average assumptions:	2013	2012
Expected annual volatility	-	142.09%
Expected risk free rate	-	2.30%
Expected term	-	5 yrs
Expected dividends	-	Nil
Fair value	-	$0.26

Expected annual volatility is estimated using the historical stock price of the Company.

(e) Warrants outstanding

At March 31, 2013, the Company has the following share purchase warrants outstanding:

6. Equity Instruments - continued

	Number	Exercise Price
Balance, March 31, 2012 and March 31, 2013	**1,053,547**	**$0.30**

At March 31, 2013, the following table summarizes information about warrants outstanding:

Warrants outstanding	Exercise price	Expiry Date
1,053,547	**$0.30**	**Dec 15, 2013**

At March 31, 2012, the following table summarizes information about warrants outstanding:

Warrants outstanding	Exercise price	Expiry Date
1,053,547	$0.30	Dec 15, 2013

7. Income Taxes

As of December 31, 2012, subject to confirmation by income tax authorities, the Company has approximately the following available tax pools, deductible from future income at rates prescribed by the Canadian Income Tax Act:

	2012	2011
Non-capital losses carried forward	$ 444,010	$ 245,725
Cumulative Canadian exploration and development expenses	318,427	265,256
	$ 762,437	$ 510,981

At December 31, 2012 there are non-capital tax losses of $444,010 (2011 - $245,725) available for carry-forward to reduce future years' taxable income, expires as follows:

2031	$ 245,725
2032	198,285
	$ 444,010

8. Per Share Amounts

The calculation of per share amounts have been calculated based on the weighted average number of shares outstanding during the period ended March 31, 2013 of 18,024,838 (2012 – 18,024,838) shares.

The net effect of applying the treasury-stock method to the weighted average number of shares outstanding had an anti-dilutive effect for the years ended March 31, 2013 and 2012.

9. Related Party Transactions

The Company was involved in the following related party transactions during the period and prior period:

(a) The Company is related to Eagle Plains Resources Ltd. ("EPL") and Terralogic Exploration Inc. ("TL") through common directors. During the period the Company had the following transactions with the related companies:

	2013	2012
Administrative services provided by EPL	**$25,223**	$ 2,417
Geological services provided by TL	**4,041**	9,147

At March 31, 2013, $9,194 (2012 - $10,113) is included in accounts payable.

(b) The Company is related to Yellowjacket Resources Ltd. ("YJK") through common directors. During the period the Company had the following transactions with the related company:

	2013	2012
Consulting services provided by YJK	**$ -**	$ 6,378

At March 31, 2013, $nil (2012 - $2,381) is included in accounts payable.

(c) Included in professional fees is $82,744 (2012 - $6,121) and included in share capital is $nil (2012 – $9,996) paid for legal fees to a law firm of which one of the directors, Darren Fach, is a partner.

At March 31, 2013, $22,512 (2012 - $nil) is included in accounts payable.

Compensation to key management personnel in the year and prior year:

	2013	2012
Professional fees	**$ 10,500**	$ 10,500
Consulting and management fees	**21,000**	15,000
	$ 31,500	$ 25,500

(a) Included in professional fees is $10,500 (2012 - $10,500) paid for accounting services to a director and officer of the Company. At March 31, 2013, $3,675 (2012 – $3,920) is included in accounts payable.

(b) Included in administration costs is $15,000 (2012 - $15,000) paid for management services to a company owned by a director and officer of the Company. At March 31, 2013, $nil (2011 – $nil) is included in accounts payable.

(c) Included in administration costs is $6,000 (2012 - $nil) paid for consulting fees to a director and officer of the Company. At March 31, 2013, $720 (2012 –$nil) is included in accounts payable.

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

10. Commitments and Contingencies

The Company has $3,500 (2011 - $5,000) in term deposits with a Canadian financial institution held as reclamation bonds. The Company has $50,903 (2011 – nil) in term deposits with a Canadian financial institution for the guarantee of business credit cards (note 4).

10. Commitments and Contingencies - continued

The Company has agreed to indemnify directors and officers under the bylaws of the Company to the extent permitted by law. The nature of the indemnifications prevent the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to beneficiaries of such an indemnification agreement. The Company has purchased various insurance policies to reduce the risks association with such indemnification.

11. Financial Instruments

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

March 31, 2013	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 1,715,306	$ -	$ -	$ 1,715,306
Investments	117,992	-	-	117,992

March 31, 2012	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 2,670,569	$ -	$ -	$ 2,670,569
Investments	196,203	23,734	-	219,937

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to concentration risk, credit risk, currency risk, price risk and commodity price risk.

The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

a) Concentration risk
At March 31, 2013, substantially all of the Company's cash was held at two recognized Canadian National financial institutions. As a result, the Company was exposed to all of the risks associated with those institutions. Concentration risk also exists in marketable securities (investments) because the Company's investments are primarily in shares of junior resource companies involved in gold exploration.

b) Credit risk
The Company is exposed to credit risk, which is the risk that a customer or counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The maximum credit exposure associated with accounts receivable is the carrying value.

11. Financial Instruments - continued

c) Currency risk
Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. As at March 31, 2013, the Company has no monetary assets or liabilities in foreign currencies.

d) Price risk
The Company's investments designated as available-for-sale are traded on the TSX Venture Exchange. A 1% change in the quoted share price would change the fair value of the investments by approximately $600. The change would be recorded in Accumulated Other Comprehensive Income.

e) Commodity price risk
The value of the Company's exploration and evaluation resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

12. Statement of Cash Flows

Non-cash investing activities:

Pursuant to certain mineral property option agreements, the Company received nil (2012 – 545,000) shares with a fair value of $nil (2012 - $126,300).

Included in exploration and evaluation assets is $69,051 (2012 -$52,186) in accounts payable and accrued liabilities.

At March 31, 2013, the Company held cashable term deposits bearing interest rates of 1.35% (2012 – 1.10% to 1.20%) with maturity terms of May 14, 2013 to June 4, 2013 (2012 – April 24, 2012 to May 16, 2012). All of these investments are cashable before maturity and have been treated as cash equivalents.

13. Capital Management

The Company includes cash and cash equivalents and equity, comprising of issued common shares, contributed surplus, accumulated other comprehensive income (loss) and deficit, in the definition of capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended March 31, 2013. The Company is not subject to externally imposed capital requirements.

14. Accumulated Other Comprehensive Loss

No deferred income tax asset has been recorded as a result of the accumulated other comprehensive loss. The balance of accumulated other comprehensive loss is entirely comprised of unrealized gains and losses on available-for-sale investments.

15. Subsequent Events

No subsequent events.