

CMX GOLD & SILVER CORP.
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

April 30, 2014

Management's Responsibility for Financial Reporting

Management is responsible for the preparation of the accompanying consolidated financial statements and for the consistency therewith of all other financial and operating data presented in these consolidated audited financial statements for the years ended December 31, 2013 and 2012. The consolidated financial statements have been prepared in accordance with the accounting policies detailed in the notes thereto. In Management's opinion, the consolidated financial statements are in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, have been prepared within acceptable limits of materiality, and have utilized supportable, reasonable estimates.

The Board of Directors approve the consolidated financial statements. Their financial statement related responsibilities are fulfilled mainly through the Audit Committee. The Audit Committee is composed of the four directors of the Company of which three are independent directors. The Audit Committee meets regularly with management and the external auditors to discuss reporting and control issues and ensures each party is properly discharging its responsibilities. The Audit Committee also considers the independence of the external auditors and reviews their fees.

The consolidated financial statements for the years ended December 31, 2013 and 2012 have been audited by MNP LLP, Chartered Accountants, in accordance with Canadian generally accepted auditing standards; their report follows.

Management's Report on Internal Control over Financial Reporting

Management has developed and maintains a system of internal controls to provide reasonable assurance that the Company's transactions are authorized, assets safeguarded and proper records maintained.

/s/ "*Jan Alston*"
Jan Alston
Chief Executive Officer and Director

/s/ "*Randal Squires*"
Randal Squires
Chief Financial Officer

Independent Auditors' Report

To the Shareholders of CMX Gold & Silver Corp.

We have audited the accompanying consolidated financial statements of CMX Gold & Silver Corp. and its subsidiary, which comprises the consolidated statements of financial position as at December 31, 2013 and 2012 and the consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of CMX Gold & Silver Corp. and its subsidiary as at December 31, 2013 and 2012, and their financial performance and their cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that CMX Gold & Silver Corp. incurred significant losses from operations, negative cash flows from operating activities and has an accumulated deficit. This, along with other matters as described in Note 1, indicate the existence of a material uncertainty which may cast significant doubt about the ability of CMX Gold & Silver Corp. to continue as a going concern.

Calgary, Canada
April 30, 2014

MNP LLP
Chartered Accountants

CMX GOLD & SILVER CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

For the years ended December 31,	2013	2012
Expenses		
Management fees (note 7)	\$ 98,500	\$ 174,488
Share-based payments (note 12)	89,776	-
Professional fees	24,049	84,969
Listing and agent fees	12,077	39,896
General and administrative	18,097	30,117
Loss (gain) on foreign exchange	124	(502)
Shareholder reporting	65	1,260
Recovery of prior period expenditures	(83,634)	-
Mineral property expenditures (note 6)	4,650	27,396
	<u>163,704</u>	<u>357,624</u>
Loss before financing income (expenses)	(163,704)	(357,624)
Financing income (expenses)		
Interest income	-	8
Interest and bank charges	(28,093)	(5,671)
Prospectus costs (note 5)	(58,675)	(439,600)
	<u>(86,768)</u>	<u>(445,263)</u>
Net loss for the year	(250,472)	(802,887)
Other comprehensive income		
Items that may be reclassified subsequently to net loss		
Exchange difference on translating foreign operation	32,872	-
	<u>32,872</u>	<u>-</u>
Total comprehensive loss	\$ (217,600)	\$ (802,887)
Basic and diluted loss per share	\$ (0.009)	\$ (0.034)
Weighted average number of shares outstanding – basic and diluted	25,060,487	23,791,085

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

CMX GOLD & SILVER CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Issued share capital #	\$	Warrants	Accumulated other comprehensive income	Contributed Surplus	Deficit	Total
Balance, December 31, 2011	23,352,274	\$ 3,152,320	\$ 270,506	\$ -	\$ -	\$ (3,277,412)	\$ 145,414
Units issued for debt (note 10)	135,000	12,693	7,557	-	-	-	20,250
Private placements issued for cash (note 10)	1,800,000	146,710	85,790	-	-	-	232,500
Net loss for the year	-	-	-	-	-	(802,887)	(802,887)
Balance December 31, 2012	25,287,274	\$ 3,311,723	\$ 363,853	\$ -	\$ -	\$ (4,080,299)	\$ (404,723)
Shares returned to treasury (note 10)	(2,500,000)	(247,000)	-	-	-	247,000	-
Shares issued for debt (note 10)	2,413,490	241,349	-	-	-	-	241,349
Share-based payments (note 12)	-	-	-	-	89,776	-	89,776
Net loss for the year	-	-	-	-	-	(250,472)	(250,472)
Exchange difference on translating foreign operation	-	-	-	32,872	-	-	32,872
Balance December 31, 2013	25,200,764	\$ 3,306,072	\$ 363,853	\$ 32,872	\$ 89,776	\$ (4,083,771)	\$ (291,198)

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

CMX GOLD & SILVER CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 31,	2013	2012
Cash flow from operating activities		
Net loss	\$ (250,472)	\$ (802,887)
Items not affecting cash		
Loss (gain) on foreign exchange	124	(502)
Management fees (note 7)	98,500	174,488
Recovery of prior period expenditures	(83,634)	-
Share-based payments (note 12)	89,776	-
	<u>(145,706)</u>	<u>(628,901)</u>
Changes in non-cash working capital items (note 14)	<u>100,408</u>	<u>334,486</u>
	<u>(45,298)</u>	<u>(294,415)</u>
Cash flows from financing activities		
Share issuance	-	146,710
Warrant issuance	-	85,790
Proceeds from related parties	44,530	61,862
	<u>44,530</u>	<u>294,362</u>
Net change in cash and cash equivalents	(768)	(53)
Cash and cash equivalents, beginning of year	<u>2,857</u>	<u>2,910</u>
Cash and cash equivalents, end of year	<u>\$ 2,089</u>	<u>\$ 2,857</u>

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

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

CMX Gold & Silver Corp. (the "Company" or "CMX") was incorporated on July 30, 1986 and changed its name from Encee Group Ltd. to Liard Resources Ltd. on August 6, 1996. The Company changed its name to CMX Gold & Silver Corp. on February 11, 2010. The Company is designated as a "reporting issuer" pursuant to the Alberta Securities Act and Regulations. The Company is an exploration stage company engaged in the acquisition, exploration and development of silver and copper/gold properties in the United States of America. The registered office of the Company is as follows:

CMX Gold & Silver Corp.
c/o Norton Rose Fulbright Canada LLP
3700, 400 Third Avenue SW
Calgary, Alberta
Canada T2P 4H2

The consolidated financial statements were authorized for issuance by the Board of Directors on April 30, 2014.

1. GOING CONCERN

The business of exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in profitable operations. The Company has not determined whether its properties contain economically recoverable reserves of ore and currently has not earned any revenue from its mineral properties and, therefore, does not generate cash flow from its operations. Future operations are dependent upon the discovery of economically recoverable ore reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain the necessary financing to complete exploration and subsequent development of its properties, and upon future profitable production or proceeds from disposition of its properties.

The consolidated financial statements of the Company have been prepared on a going concern basis which assumes that the Company will realize the carrying value of its assets and discharge its obligations as they become due in the normal course of operations. For the year ended December 31, 2013, the Company incurred a net loss of \$250,472 (2012 - \$802,887). As a result of the recurring losses over the Company's history, the Company has an accumulated deficit of \$4,083,771 as at December 31, 2013 (2012 - \$4,080,299). At December 31, 2013, the Company had a working capital deficiency of \$262,219 (2012 - \$875,846). The Company currently does not have the necessary financing in place to support continuing losses (see note 20). Historically, the Company has financed its operations and property acquisitions through the use of funds obtained from share issuances. These matters raise significant doubt about the ability of the Company to continue as a going concern.

The Company's continuation as a going concern is dependent upon its ability to secure new financing arrangements and new equity issuances. There is no assurance that new capital will be available and if it is not, the Company may be forced to substantially curtail or cease operations. Although the use of the going concern assumption is appropriate, there can be no assurance that any steps the Company takes will be successful. To mitigate the working capital deficiency the Company plans to raise capital through equity issuance (see note 20).

The consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities, and reported revenues and expenses, that might be necessary should the Company be unable to continue as a going concern, and therefore, be required to realize its assets and discharge its liabilities other than in the normal course of business and at carrying amounts different from those reflected in the accompanying consolidated financial statements. Any such adjustments could be material.

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

2. BASIS OF PRESENTATION

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee in effect at December 31, 2013.

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and share-based payments.

Functional and presentation currency

The functional currency of the Company is Canadian dollars, and all amounts are presented in Canadian dollars unless otherwise stated. The functional currency of the Company’s wholly owned subsidiary, CMX Gold & Silver (US) Corp., is the US dollar.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from and affect the results reported in these consolidated financial statements as future confirming events occur.

The determination of the Company’s functional currency requires management judgment based on an evaluation of all relevant information in relation to the related primary and secondary hierarchy factors. Considerations regarding currency and influences of area of operations, settlement of operating expenses, and the funds from financing activities are assessed at each reporting date.

Management’s judgment is that until a property reaches the development stage, costs related to the exploration and evaluation of a property are best estimated to be non-recoverable and are therefore expensed in the year in which they occur. Only real property is capitalized to the consolidated statement of financial position.

Amounts recorded for warrant valuations are based on management’s estimates of share price volatility and the expected life of the warrants.

The Company must make use of estimates in calculating the fair value of share-based payments. Amounts recorded for share-based payments are subject to the inputs used in the Black-Scholes option pricing model, including assumptions such as volatility, dividend yield, risk-free interest rates, forfeiture rate estimates, and expected option life.

Tax interpretations, regulations and legislation in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty.

By their nature, these estimates are subject to measurement uncertainty and the impact on the consolidated financial statements of future periods could be material.

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have, in management's opinion, been properly prepared within the framework of the accounting policies summarized as follows:

Basis of consolidation

These consolidated financial statements include the accounts of CMX Gold & Silver Corp. and its wholly owned subsidiary, CMX Gold & Silver (US) Corp. A subsidiary is fully consolidated from the date on which control is obtained and is de-consolidated from the date that control ceases. All inter-company balances and transactions have been eliminated on consolidation.

Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments comprise cash and cash equivalents, trade and other receivables, trade and other payables, due to related parties, dividends payable and long-term debt. Non-derivative financial instruments are recognized initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

- Financial assets at fair value through profit or loss

An instrument is classified at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition.

Financial instruments are designated at fair value through profit or loss if the Company manages such instruments and makes purchase and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has no instruments in this category.

- Loans and receivables

Trade and other receivables are classified as loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are subsequently carried at amortized cost using the effective interest method, less any impairment loss.

- Other financial liabilities

Trade and other payables, due to related parties, dividends payable and long-term debt are classified as other financial liabilities. Financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Other financial liabilities are subsequently carried at amortized cost using the effective interest method.

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

4. SIGNIFICANT ACCOUNTING POLICIES, continued

Impairment of financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Individually significant financial assets are tested for impairment on an individual basis.

The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognized in the consolidated statement of operations and comprehensive loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost, the reversal is recognized in the consolidated statement of operations and comprehensive loss.

Foreign exchange translations and transactions

For foreign entities whose functional currency is the Canadian dollar, the Company translates monetary assets and liabilities at period-end exchange rates and non-monetary items are translated at historical rates. Income and expense accounts are translated at the average rates in effect during the period. Gains or losses from changes in exchange rates are recognized in the consolidated statement of operations and comprehensive loss in the period of occurrence.

For foreign entities whose functional currency is not the Canadian dollar, the Company translates assets and liabilities at period-end rates and income and expense accounts at average exchange rates. Adjustments resulting from these translations are reflected in other comprehensive income as exchange difference on translating foreign operation.

Transactions of the Canadian entity in foreign currencies are translated at rates in effect at the time of the transaction. Foreign currency monetary assets and liabilities are translated at current rates. Gains or losses from the changes in exchange rates are recognized in the consolidated statement of operations and comprehensive loss in the period of occurrence. Foreign exchange gains or losses arising from a monetary item that is receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in accumulated other comprehensive income.

Cash and cash equivalents

The Company's cash and cash equivalents consists of balances with financial institutions with maturities of three months or less at the date of purchase.

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

4. SIGNIFICANT ACCOUNTING POLICIES, continued

Exploration and evaluation assets

Prospecting costs incurred prior to obtaining the rights to explore lands are expensed as incurred.

Costs of option acquisitions and exploration expenditures related to mineral properties are expensed in the year in which they occur.

Land purchases, patented mineral claims and development costs are capitalized on property specific cash generating unit ("CGU") basis. Upon development of a commercially viable mineral property the related costs subject to an impairment test, will be transferred from exploration and evaluation to development and producing. Costs capitalized together with the costs of production equipment will be depleted on a unit of production basis, based on estimated proved reserves of minerals upon the commencement of production for each CGU.

Each reporting period, the Company assesses whether there is an indication that a CGU may be impaired. If any indication exists, the Company estimates the CGU's recoverable amount. A CGU's recoverable amount is the greater of fair value less costs to sell and its value in use.

Fair value less costs to sell is determined using discounted future net cash flows of proved and probable reserves using forecast prices and costs. Value in use is determined by estimating the present value of the future net cash flows expected to be derived from the continued use of the asset or CGU. When the carrying amount of a CGU exceeds its recoverable amount, the CGU will be considered impaired and written down to its recoverable amount.

Reversals of impairments are recognized when there has been a subsequent increase in the recoverable amount. In this event, the carrying amount of the asset or CGU is increased to its revised recoverable amount with an impairment reversal recognized in profit or loss. The recoverable amount is limited to the original carrying amount less depreciation, depletion and amortization as if no impairment had been recognized for the asset or CGU for prior periods.

Properties are abandoned either when the lease expires or when management determines that no further work will be performed on the property. In addition, if there has been a delay in development activity for several successive years, a write down of those project capitalized costs will be charged to operations. The Company derecognizes assets at the earlier of disposal, or when no future economic benefit is expected. Any gain or loss on derecognition is recognized in operations when incurred.

Share based payments

The Company has a stock based compensation plan for employees and directors. Awards of options under the plan are expensed based on the fair value of the options at the grant date. Fair values are determined using the Black-Scholes option pricing model. Any consideration paid on the exercise of stock options will be credited to share capital plus the amounts originally recorded within other reserves.

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

4. SIGNIFICANT ACCOUNTING POLICIES, continued

Income taxes

Income tax is recognized in operations except to the extent that it relates to items recognized directly in equity, in which case, the income tax is recognized directly in equity. Current income taxes for the current and prior periods are measured at the amount expected to be recoverable from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period.

The Company follows the liability method of accounting for deferred taxes. Under this method deferred taxes are recorded for the effect of any temporary difference between the accounting and income tax basis of an asset or liability.

Deferred tax is calculated using the enacted or substantively enacted income tax rates expected to apply when the assets are realized or liabilities are settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in the operations or in shareholders' equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. Deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Revenue recognition

Interest income is recognized on a pro rata basis over the term of the investment and when payment is reasonably assured.

Provisions

The Company will recognize the present value of estimated decommissioning liabilities when a reasonable estimate can be made. Decommissioning liabilities include those legal obligations where the Company will be required to retire tangible long-lived assets such as drilling sites, mine sites and facilities. The liabilities, equal to the initial estimated present value of the decommissioning liabilities, are capitalized as part of the cost of the related long-lived asset. Changes in the estimated obligation resulting from revisions to assumptions, estimated timing or amount of discounted cash flows will be recognized as a change in the decommissioning liabilities and the related costs.

Decommissioning costs will be amortized using the unit-of-production method. Increases in the decommissioning liabilities resulting from the passage of time will be recorded as accretion of decommissioning liabilities and will be charged to operations.

Actual expenditures incurred will be charged against accumulated obligations.

Warrants

The Company has adopted the pro-rata basis method for the measurement of shares and warrants issued as private placement units. The pro-rata basis method requires that gross proceeds and related share issuance costs be allocated to the common shares and the warrants based on the relative fair value of the component.

The fair value of the common share is based on the closing price on the closing date of the transaction and the fair value of the warrant is determined using the Black-Scholes Option Pricing Model.

The fair value attributed to the warrant is recorded as warrant equity. If the warrant is exercised, the value attributed to the warrant is transferred to share capital. If the warrant expires unexercised, the value is reclassified to contributed surplus within equity. Warrants, issued as part of private placement units, that have their term of expiries extended, are not subsequently revalued.

The Company may modify the terms of warrants originally granted. When modifications exist, the Company will maintain the original fair value of the warrant.

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

4. SIGNIFICANT ACCOUNTING POLICIES, continued

Loss per share

Basic net loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. Diluted per share amounts are computed by giving effect to the potential dilution that would occur if stock options and warrants were exercised. The Company uses the treasury stock method to determine the dilutive effect of stock options and share purchase warrants. This method assumes that proceeds received from the exercise of in-the-money instruments are used to repurchase shares at the average market price for the year. In net loss per share situations, the dilutive per share amount is the same as that for basic, as all instruments are anti-dilutive.

Changes in accounting policies

Effective January 1, 2013, the Company adopted IFRS 10 – Consolidated Financial Statement, IFRS 11 – Joint Arrangements, IFRS 12 – Disclosure of Interests in Other Entities, IFRS 13 – Fair Value Measurement, IAS 1 – Presentation of Financial Statements and IAS 28 – Investment in Associates and Joint Ventures. The adoption of these new standards had no recognition or measurement impacts on the Company’s consolidated financial statements. The new disclosure requirements are provided in the appropriate notes to these consolidated financial statements.

Standards issued but not yet effective

The following new IFRS pronouncements that have been issued, that are not yet effective and have not been early adopted, and may have impact on the Company in future are discussed below.

IFRS 9 Financial Instruments (effective January 1, 2018)

The standard is the first step in the process to replace IAS 39, “Financial Instruments: Recognition and Measurement”. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized costs and fair value. Portions of the standard remain in development and the full impact of the standard on the Company’s financial statements will not be known until the project is complete.

The Company is currently assessing the impact that the adoption of the new standards may have on its financial statements.

5. FINANCING COSTS

The Company had incurred to December 31, 2013, \$58,675 (2012 - \$439,600) in fees related to the preparation of a prospectus to be applied against the gross proceeds raised on the closing of the prospectus and reflected in share capital. As the prospectus did not close in 2013 the amounts have been written off.

CMX GOLD & SILVER CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended December 31, 2013 and 2012

6. EXPLORATION AND EVALUATION ASSETS

Total expenditures on exploration and evaluation properties capitalized:

Balance at December 31, 2012	516,515
Foreign exchange effect	32,850
Balance at December 31, 2013	549,365

Clayton property

In 2010, the Company purchased the Clayton Mineral property for a total consideration of \$516,515 for 29 patented mineral claims and 2 patented mill sites located in the State of Idaho, USA. Pursuant to the purchase agreement, the Company issued 2,500,000 common shares at a price of US\$0.10 per share and made a cash payment of US\$250,000.

Marietta property

Effective March 17, 2011, the Company entered into an option agreement with Azteca Gold Corp. ("Azteca") and issued 2,500,000 common shares for the right to earn up to a 50% interest in the Marietta property located in Nevada, USA. The agreement required the Company to incur US\$2,000,000 of expenditures over a two year period from the date the Company commences trading on the TSX Venture Exchange. The option agreement, as amended, could be terminated by thirty days' written notice of either party if the Company's common shares were not listed on the TSX Venture Exchange by June 17, 2012 and if such termination occurred, the 2,500,000 common shares shall be returned by Azteca to CMX for cancellation. On September 19, 2013, the Company gave Azteca thirty days' written notice of termination of the Marietta property option and has cancelled the 2,500,000 common shares issued to Azteca as payment for the option.

Total expenditures on exploration and evaluation properties expensed:

Exploration expenditures Clayton	– balance December 31, 2012	174,983
	– 2013	4,650
		179,633
Exploration expenditures Marietta	– balance December 31, 2012	308,987
	– 2013	-
	– return of common shares	(247,000)
		61,987
Total expenditures to December 31, 2013		\$ 241,620

CMX GOLD & SILVER CORP.
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7. DUE TO RELATED PARTIES

During the year ended December 31, 2013, the Company incurred management fees of \$82,500 (2012 - \$155,738) to a corporation controlled by the spouse of a director of the Company.

During the year ended December 31, 2013, the Company incurred management fees of \$16,000 (2012 - \$18,750) to the CFO of the Company.

During the year ended December 31, 2012, the Company completed private placements for gross proceeds of \$95,250 with directors of the Company with the issuance of 635,000 units, each unit consisting of one common share and one common share purchase warrant exercisable at \$0.25 per share, expiring on October 9, 2014.

At December 31, 2013, the Company owed to officers and directors, \$335,846 (2012 - \$192,816) of which \$311,923 (2012 - \$45,329) has been deferred, with payment due July 1, 2015. These deferred balances bear an interest rate of 6% per annum.

These transactions were initially measured at fair value and equal the amount of consideration established and agreed upon by the related parties.

8. DIVIDENDS PAYABLE

In 2006, the Company sold certain investments and declared a cash dividend payable to shareholders of record on September 30, 2006. Some shareholders failed to keep their addresses up to date on the shareholders' record and consequently, the Company carried out searches to determine the whereabouts of these shareholders. The aggregate amount of dividends payable to these shareholders is \$131,373. It is management's intention to pay the dividends to shareholders who are found and establish their share ownership. During the period, dividends payable of \$12,187 were identified as non-payable under the *Limitations Act* (Alberta) and were derecognized. On October 1, 2016, any remaining dividends payable will also be derecognized.

9. LONG-TERM DEBT

During the year ended December 31, 2013, certain third parties agreed to defer the payment of \$266,421 of professional fees to July 1, 2015. These outstanding amounts bear interest at a rate of 6% per annum.

10. SHARE CAPITAL

Authorized

Common voting shares:

The common shares are entitled to dividends in such amounts as the Directors may from time to time declare and, in the event of liquidation, dissolution or winding-up of the Company, are entitled to share pro rata in the assets of the Company.

Series A voting preferred shares:

Non-cumulative annual dividend at 8% of the issued price

Convertible into two Common voting shares

Redeemable at the issue price

Series B voting preferred shares:

Non-cumulative annual dividend at 8% of the issued price

Convertible into two Common voting shares

Redeemable at a price of \$10 per share

The preferred shares rank in priority to the common shares as to the payment of dividends and as to the distribution of assets in the event of liquidation, dissolution or winding-up of the Company. Preferred shares may also be given such other preference over the common shares as may be determined for any series authorized to be issued.

There were no Series A or Series B voting preferred shares issued as at December 31, 2013 or December 31, 2012.

CMX GOLD & SILVER CORP.
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10. SHARE CAPITAL, continued

On October 9, 2012, the Company issued 750,000 units at \$0.10 per unit for gross proceeds of \$75,000. Each unit consisted of one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of \$0.20 per share expiring on October 9, 2014.

On October 9, 2012, the Company issued 1,050,000 units at \$0.15 per unit for gross proceeds of \$157,500. Each unit consisted of one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of \$0.25 per share expiring on October 9, 2014.

On October 9, 2012, the Company issued 135,000 units at \$0.15 per unit for settlement of \$20,250 in shareholder loans. Each unit consisted of one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of \$0.25 per share expiring on October 9 2014.

On September 30, 2013, 2,500,000 shares issued with respect to the Marietta option agreement were returned to treasury for cancellation and share capital was reduced by \$247,000, representing the issuance value.

On October 13, 2013, the Company issued 2,413,490 shares at a price of \$0.10 per share in settlement of \$241,349 in debt.

11. CONTRIBUTED SURPLUS

Balance at December 31, 2012	-
Share-based payments (note 12)	89,776
Balance at December 31, 2013	<u>89,776</u>

12. SHARE-BASED PAYMENTS

The total number of stock options granted according to the employee stock option plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting. The option price per share and vesting periods shall be determined by the Board of Directors at the time that the option is granted. The exercise prices are determined by the estimated market price on the date of the grant.

On October 8, 2013, the Company granted options to purchase 2,200,000 shares at an exercise price of \$0.10 per share. The options vest over a two year period and expire on October 8, 2018.

The Company estimates the fair value of the options using the Black-Scholes option pricing model with the following assumptions: a term of five years, vesting one-third immediately, one-third on October 8, 2014 and the remaining one-third on October 8, 2015, a risk free interest rate (per Bank of Canada) of 1%, zero forfeiture rate and volatility of 156%. A total of \$202,600 in share-based payments will be amortized over the three year vesting period, of which \$89,776 (2012 – \$nil) was recognized in the consolidated statement of operations and comprehensive loss in the current year.

13. WARRANTS

The Company estimates the fair value of warrants using the Black-Scholes option pricing model with the following assumptions: a term of two years, a risk free interest rate (per Bank of Canada) of 1.1% and volatility of 140%.

Warrants to purchase 750,000 common shares at \$0.20 per share, having an expiration date of October 9, 2014 were issued as part of a private placement completed on October 9, 2012. These warrants have been valued at \$27,015.

Warrants to purchase 1,050,000 common shares at \$0.25 per share, having an expiration date of October 9, 2014 were issued as part of a private placement completed on October 9, 2012. These warrants have been valued at \$58,775.

Warrants to purchase 135,000 common shares at \$0.25 per share, having an expiration date of October 9, 2014 were issued as part of a shares for debt settlement completed on October 9, 2012. These warrants have been valued at \$7,557.

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13. WARRANTS, continued

During the period the expiration dates were extended for the following: warrants to purchase 2,500,000 shares at \$0.25 per share, having an expiration date of May 28, 2014 were extended to May 28, 2015; warrants to purchase 10,231,740 shares at \$0.15 per share, having an expiration date of June 30, 2014 were extended to June 30, 2015; warrants to purchase 750,000 shares at \$0.20, having an expiration date of October 9, 2014 had the exercise price reduced to \$0.10 per share; and warrants to purchase 1,185,000 shares at \$0.25 per share, having an expiration date of October 9, 2014 were extended to October 9, 2015 at a reduced exercise price of \$0.20 per share.

	Warrants Outstanding	Weighted Average Exercise Price - CAD
Balance, December 31, 2011	15,731,740	\$0.16
Issued with private placements	750,000	\$0.10
Issued with shares for debt	135,000	\$0.20
Issued with private placements	1,050,000	\$0.20
Balance, December 31, 2013 and 2012	17,666,740	\$ 0.16

Warrants Outstanding and Exercisable	Exercise Price CAD	Expiry Date
2,500,000	\$0.25	May 28, 2015
10,231,740	\$0.15	June 30, 2015
750,000	\$0.10	October 9, 2014
1,185,000	\$0.20	October 9, 2015
3,000,000	USD\$0.10	2 years from commencement of trading
17,666,740	\$0.16	

14. SUPPLEMENTAL DISCLOSURES

Cash Flow Statement Presentation

The following table provides a detailed breakdown of certain line items contained within the cash flow from operating activities.

	2013	2012
Trade and other receivables	\$ 6,026	\$ 3,962
Prepaid expenses	(185)	195,056
Trade and other payables	106,754	135,468
Dividends payable	(12,187)	-
	\$ 100,408	\$ 334,486

15. SEGMENTED INFORMATION

The Company has the following geographical segments:

	Canada	United States
	December 31, 2013	
Identifiable assets	\$ 2,274	\$ 549,365
Exploration expenditures	-	4,650
	December 31, 2012	
Identifiable assets	\$ 8,883	\$ 516,515
Exploration expenditures	-	27,396

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16. INCOME TAXES

The tax provision differs from the amount which would be obtained by applying the combined Canadian federal and provincial statutory income tax rate to the loss as follows:

	2013	2012
Loss for the year before income taxes	\$ (250,472)	\$ (802,887)
Canadian statutory rate	25%	25%
Anticipated income tax recovery	\$ (62,618)	\$ (200,722)
Effect of tax rate change	29,443	(29,443)
Share based payments	22,444	-
Change in estimates and other	69,665	27,608
Change in deferred tax asset not recognized	(58,934)	202,557
	\$ -	\$ -

b) Other than as set out below, the Company does not have any other tax assets available for future use as deductions from taxable income. The Company does not have any deferred tax assets or liabilities.

The components of deferred tax balances in Canada are as follow:

	2013	2012
Deferred tax asset		
Non-capital loss carry-forwards	\$ 627,890	\$ 603,645
Capital loss carry-forwards	1,558,101	1,558,101
Foreign exploration expenditures	15,301	109,631
Deductible portion of eligible capital expenditures	93,427	82,425
	2,294,719	2,353,802
Deferred tax asset not recognized	(2,294,719)	(2,353,802)
	\$ -	\$ -

The components of deferred tax balances in the United States are as follow:

	2013	2012
Deferred tax asset		
Non-capital loss carry-forwards	\$ 149	\$ -
	149	-
Deferred tax asset not recognized	(149)	-
	\$ -	\$ -

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16. INCOME TAXES, continued

- c) For income tax purposes for Canada, the Company has loss carried forwards which can be applied to reduce future years' taxable income. These losses expire as follows:

2014	\$	222,662
2015		529,414
2026		99,810
2027		62,754
2028		242,971
2029		173,002
2030		448,824
2031		299,594
2032		335,549
2033		96,979
		\$ 2,511,559

The Company has accumulated capital losses for tax purposes in the amount of \$6,232,404. These losses are available to offset future year's capital gains.

For income tax purposes for the United States, the Company has loss carried forwards which can be applied to reduce future years' taxable income. These losses expire as follows:

2033	\$	361
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17. FINANCIAL INSTRUMENTS

Set out below is a comparison, by category, of the carrying amounts and fair values of all of the Company's financial instruments that are carried in the consolidated financial statements.

Fair value represents the price at which a financial instrument could be exchanged for in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act.

Fair value of financial instruments	Carrying value	December 31, 2013 Fair value	Carrying value	December 31, 2012 Fair value
Financial assets				
Loans and receivables				
Cash and cash equivalents	\$ 2,089	\$ 2,089	\$ 2,857	\$ 2,857
Trade and other receivables	-	-	6,026	6,026
	\$ 2,089	\$ 2,089	\$ 8,883	\$ 8,883
Financial liabilities				
Other financial liabilities				
Trade and other payables	\$ 109,197	\$ 109,197	\$ 593,745	\$ 593,745
Due to related parties	335,846	335,846	192,816	192,816
Dividends payable	131,373	131,373	143,560	143,560
Long-term debt	266,421	266,421	-	-
	\$ 842,837	\$ 842,837	\$ 930,12	\$ 930,121

The carrying value of cash and cash equivalents, trade and other receivables, trade and other payables and dividends payable approximate its fair value due to their short-term nature. The carrying value of due to related parties and long-term debt approximate their fair values due to the interest rates applied to these facilities, which approximate market interest rates.

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17. FINANCIAL INSTRUMENTS, continued

The Company is exposed to a variety of financial risks including credit risk, liquidity risk, and market risk. Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, and trade and other receivables. Cash is held with reputable chartered banks from which management believes the risk of loss is minimal. Included in trade and other receivables are taxes receivable from Canadian government authorities. Management believes that the credit risk concentration with respect to financial instruments is minimal. The maximum credit risk exposure associated with the Company's financial assets is the carrying value.

b) Liquidity risk

Liquidity risk is that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient resources to meet liabilities when due. As at December 31, 2013, the Company had a net working capital deficiency of \$262,219 (2012 - \$875,846). Management is continuously monitoring its working capital position and will raise funds through the equity markets as they are required. However, there is no certainty that the Company will be able to obtain funding by share issuances in the future. The Company is presently seeking to raise capital through an equity offering (see note 20).

The following amounts are the contractual maturities of financial liabilities and other commitments as at December 31, 2013:

	Total	2014	Thereafter
Trade and other payables	\$ 109,197	\$ 109,197	\$ -
Due to related parties	335,846	23,923	311,923
Dividends payable	131,373	131,373	-
Long-term debt	266,421	-	266,421
	<u>\$ 842,837</u>	<u>\$ 264,493</u>	<u>\$ 578,344</u>

c) Market risk

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

i. Interest rate risk

The Company has cash balances and its current policy is to invest excess cash in investment-grade short-term money market accounts. The Company periodically monitors the investments it makes and is satisfied with the credit worthiness of its investments. Interest rate risk is minimal as interest rates are anticipated to remain at historically low levels with little fluctuation and any excess cash is invested in money market funds. Fluctuations in interest rates do not materially affect the Company as it either does not have significant interest-bearing instruments or the interest is at a fixed rate.

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17. FINANCIAL INSTRUMENTS, continued

ii. Foreign currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company is exposed to foreign currency exchange risk on cash held in U.S. funds. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Foreign currency risk could adversely affect the Company, in particular the Company's ability to operate in foreign markets. Foreign currency exchange rates have fluctuated greatly in recent years. There is no assurance that the current exchange rates will mirror rates in the future. The

Company currently has minimal foreign currency risk although in the future foreign currency risk may affect the level of operations of the Company. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

As the Company currently holds minimal United States currency a change in the exchange rate between the US dollar and the Canadian dollar would not have a significant effect on the Company liquidity or working capital.

18. CAPITAL MANAGEMENT

The Company's objectives in managing its capital are:

- i) To have sufficient capital to ensure that the Company can continue to meet its commitments with respect to its mineral exploration properties and to meet its day to day operating requirements in order to continue as a going concern; and
- ii) To provide a long-term adequate return to shareholders.

The Company's capital structure is comprised of shareholders' deficiency.

The Company is an exploration stage company which involves a high degree of risk. The Company has not determined whether its proposed properties contain economically recoverable reserves of ore and currently will not earn any revenue from its mineral properties and therefore will not generate cash flow from operations. The Company's primary source of funds will come from the issuance of share capital. The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments.

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 Company. The Company is not subject to externally imposed capital requirements. There have been no changes in the Company's capital management in the current year.

19. COMMITMENTS

The Company has the following commitments in 2014 with respect to the Clayton property:

Property taxes	\$ 650
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20. SUBSEQUENT EVENTS

On March 31, 2014, the Company issued 562,460 common shares in settlement of third party professional fees totaling \$56,246.

On April 16, 2014, the Company completed the issuance of 3,275,000 units for total proceed of \$327,500. Each unit consisted of one common share and a common share purchase warrant for one common share at \$0.20 per share expiring April 16, 2016.

On April 16, 2014, the Company issued 55,000 common shares in settlement of \$5,500 in debt to an unrelated third party vendor.