



**ATICO MINING CORPORATION**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**(Expressed in Canadian dollars)**

**NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011**  
**(Unaudited)**

## **NOTICE TO READER**

The accompanying unaudited condensed consolidated interim financial statements of Atico Mining Corporation for the nine months ended September 30, 2012 and 2011 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed consolidated interim financial statements have not been reviewed by the Company's external auditors.

**ATICO MINING CORPORATION**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian dollars)

	September 30, 2012	December 31, 2011
<b>ASSETS</b>		
<b>Current assets</b>		
Cash (Note 3)	\$ 5,020,741	\$ 127,141
Receivables (Note 4)	8,876	31,079
Prepays and deposits	227,741	11,092
<b>Total current assets</b>	<b>5,257,358</b>	<b>169,312</b>
<b>Non-current assets</b>		
Equipment (Note 5)	154,024	23,298
Exploration and evaluation assets (Note 6)	5,704,329	1,500,359
Deferred share issuance costs	-	83,455
<b>Total non-current assets</b>	<b>5,858,353</b>	<b>1,607,112</b>
<b>TOTAL ASSETS</b>	<b>\$ 11,115,711</b>	<b>\$ 1,776,424</b>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 362,498	\$ 509,943
Loans payable (Note 8)	-	708,250
<b>Total liabilities</b>	<b>362,498</b>	<b>1,218,193</b>
<b>EQUITY (DEFICIENCY)</b>		
Share capital (Note 9)	11,670,003	1,256,367
Share-based payments reserve (Note 9)	866,478	230,199
Deficit	(1,783,268)	(928,335)
<b>Total equity</b>	<b>10,753,213</b>	<b>558,231</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 11,115,711</b>	<b>\$ 1,776,424</b>

**Nature of operations and going concern (Note 1)**

These condensed consolidated interim financial statements are authorized for issuance by the Board of Directors on November 26, 2012.

**Approved by the Board of Directors**

\_\_\_\_\_ "Jorge R. Ganoza" \_\_\_\_\_ Director      \_\_\_\_\_ "David Miles" \_\_\_\_\_ Director

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

**ATICO MINING CORPORATION****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian dollars)

	Three months ended September 30, 2012	Three months ended September 30, 2011	Nine months ended September 30, 2012	Nine months ended September 30, 2011
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>				
Amortization (Note 5)	\$ 11,647	\$ 2,057	\$ 21,873	\$ 3,394
Interest expense	7,940	-	44,054	-
Investor relations	16,964	-	27,984	-
Management fees	91,240	45,598	219,082	61,098
Office and administrative costs	84,603	58,776	210,431	75,228
Professional fees	33,258	19,974	89,871	70,443
Property investigation costs	7,009	1,947	7,009	1,947
Share-based payments (Note 9)	-	17,955	152,216	230,199
Transfer agent and filing fees	3,651	12,742	28,944	12,742
Travel and related costs	5,654	-	18,435	-
	261,966	159,049	819,899	455,051
<b>Loss from operations</b>	(261,966)	(159,049)	(819,899)	(455,051)
Foreign exchange loss	(18,951)	(22,044)	(20,249)	(15,042)
Interest income	17,832	-	40,771	-
Loss on conversion of debentures	-	-	(55,556)	-
	(1,119)	(22,044)	(35,034)	(15,042)
<b>Loss and comprehensive loss for the period</b>	\$ (263,085)	\$ (181,093)	\$ (854,933)	\$ (470,093)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)	(0.04)
Weighted average number of common shares outstanding	39,761,111	15,400,000	33,261,111	13,105,515

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

**ATICO MINING CORPORATION**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian dollars)

	Three months ended September 30, 2012	Three months ended September 30, 2011	Nine months ended September 30, 2012	Nine months ended September 30, 2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Loss for the period	\$ (263,085)	\$ (181,093)	\$ (854,933)	\$ (470,093)
Items not affecting cash:				
Amortization	11,647	2,057	21,873	3,394
Interest accrued	2,062	-	18,478	-
Share-based payments	-	17,955	152,216	230,199
Loss on conversion of debentures	-	-	55,556	-
Interest income	(17,832)	-	(40,771)	-
<b>Changes in non-cash working capital items:</b>				
Receivables	8,923	(4,224)	22,203	(12,225)
Prepays and deposits	(34,028)	(7,588)	(216,649)	(21,486)
Accounts payable and accrued liabilities	(204,658)	182,321	(420,994)	121,591
<b>Net cash provided by (used in) operating activities</b>	<b>(496,971)</b>	<b>9,428</b>	<b>(1,263,021)</b>	<b>(148,620)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Interest earned	17,832	-	40,771	-
Purchase of equipment	(37,049)	(2,124)	(152,599)	(28,449)
Exploration and evaluation expenditures	(1,905,196)	(659,664)	(3,930,421)	(1,042,213)
<b>Net cash used in investing activities</b>	<b>(1,924,413)</b>	<b>(661,788)</b>	<b>(4,042,249)</b>	<b>(1,070,662)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Shares issued for cash	-	-	11,500,000	1,145,000
Share issue costs	-	-	(1,074,402)	-
Deferred financing costs	-	(12,000)	-	(72,014)
Proceeds from loans payable	-	500,000	180,000	500,000
Loan repayment	(221,625)	-	(406,728)	-
<b>Net cash provided by (used in) financing activities</b>	<b>(221,625)</b>	<b>488,000</b>	<b>10,198,870</b>	<b>1,572,986</b>
<b>Change in cash during the period</b>	<b>(2,643,009)</b>	<b>(164,360)</b>	<b>4,893,600</b>	<b>353,704</b>
<b>Cash, beginning of period</b>	<b>7,663,750</b>	<b>544,464</b>	<b>127,141</b>	<b>26,400</b>
<b>Cash, end of period</b>	<b>\$ 5,020,741</b>	<b>\$ 380,104</b>	<b>\$ 5,020,741</b>	<b>\$ 380,104</b>

**Supplemental disclosure with respect to cash flows (Note 12)**

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

**ATICO MINING CORPORATION**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Share-based Payments Reserve	Deficit	<b>Total Equity</b>
Issued and outstanding shares					
<b>Balance as at December 31, 2010</b>	1,200,000	\$ 60,000	\$ -	\$ (307,470)	\$ (247,470)
Common shares for cash, at \$0.20 per share	3,000,000	600,000	-	-	600,000
Common shares for cash, at \$0.05 per share	10,900,000	545,000	-	-	545,000
Common shares to settle accounts payable	300,000	150,000	-	-	150,000
Share-based payments	-	-	230,199	-	230,199
Loss for the period	-	-	-	(470,093)	(470,093)
<b>Balance as at September 30, 2011</b>	<b>15,400,000</b>	<b>\$ 1,355,000</b>	<b>\$ 230,199</b>	<b>\$ (777,563)</b>	<b>\$ 807,636</b>
<b>Balance as at December 31, 2011</b>	15,400,000	\$ 1,256,367	\$ 230,199	\$ (928,335)	\$ 558,231
Common shares for cash, at \$0.50 per share	23,000,000	11,500,000	-	-	11,500,000
Shares issued on conversion of debentures	1,111,111	555,556	-	-	555,556
Share issue costs	-	(1,282,857)	-	-	(1,282,857)
Share issue costs - Finder's shares	250,000	125,000	-	-	125,000
Share issue costs - Finder's warrants	-	(484,063)	484,063	-	-
Share-based payments	-	-	152,216	-	152,216
Loss for the period	-	-	-	(854,933)	(854,933)
<b>Balance as at September 30, 2012</b>	<b>39,761,111</b>	<b>\$ 11,670,003</b>	<b>\$ 866,478</b>	<b>\$ (1,783,268)</b>	<b>\$ 10,753,213</b>

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

**ATICO MINING CORPORATION**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Atico Mining Corporation (the "Company") was incorporated in the Yukon Territories on April 15, 2010 and continued to British Columbia on October 4, 2011. The Company is engaged in the acquisition, exploration and development of mineral projects in Colombia and elsewhere in Latin America. The address of its head office is Suite 501 - 543 Granville Street, Vancouver, British Columbia, Canada.

The Company completed its initial public offering ("IPO"), where it issued 23,000,000 common shares of the Company at \$0.50 per common share for gross proceeds of \$11,500,000 (Note 9) and the common shares of the Company began trading on the TSX Venture Exchange on March 13, 2012 under the symbol "ATY".

Currently, the Company has an option to acquire 90% of the issued and outstanding shares of Minera El Roble S.A. ("MINER"), the owner of the El Roble Mine, a copper-gold mine in Colombia.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties relating to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

These consolidated financial statements of the Company are presented in Canadian dollars unless otherwise indicated. The consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of preparation and measurement**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The condensed consolidated interim financial statements of the Company have been prepared in accordance with the same accounting policies and methods of their application as the most recent audited financial statements for the year end December 31, 2011, except that they do not include all note disclosures required for annual audited financial statements. These condensed consolidated interim financial statements should be read in conjunction with the annual audited financial statements.

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**3. CASH**

Cash consists of cash on hand and deposits at banks earning interest at floating rates based on daily bank deposit rates:

	September 30, 2012	December 31, 2011
Cash	\$ 5,020,741	\$ 126,384
Held in trust	-	757
	<b>\$ 5,020,741</b>	<b>\$ 127,141</b>

**4. RECEIVABLES**

The Company's receivables arise from HST/VAT and other receivables due from government taxation authorities and other receivables:

	September 30, 2012	December 31, 2011
HST/VAT receivables	\$ 8,643	\$ 30,066
Other receivables	233	1,013
	<b>\$ 8,876</b>	<b>\$ 31,079</b>

**5. EQUIPMENT**

	Office Equipment	Field Equipment	Total
<b>Cost</b>			
As at December 31, 2011	\$ 21,060	\$ 7,787	\$ 28,847
Additions	19,187	133,412	152,599
Disposals	-	-	-
As at September 30, 2012	40,247	141,199	181,446
<b>Accumulated amortization</b>			
As at December 31, 2011	4,064	1,485	5,549
Amortization	5,453	16,420	21,873
Disposals	-	-	-
As at September 30, 2012	9,517	17,905	27,422
<b>Net book value</b>			
As at December 31, 2011	16,996	6,302	23,298
As at September 30, 2012	30,730	123,294	154,024



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**6. EXPLORATION AND EVALUATION ASSETS**

On January 28, 2011, the Company entered into an option agreement to acquire 90% of the shares of MINER, whose main asset is the El Roble Mine located in Colombia. To exercise the option, the Company must make staged payments of US\$2,250,000 over two years and a lump-sum payment of US\$14,000,000 at the end of the two year option period as follows:

- a) US\$200,000 on January 28, 2011 (paid);
- b) US\$350,000 on July 28, 2011 (paid);
- c) US\$650,000 on January 28, 2012 (paid);
- d) US\$1,050,000 on July 28, 2012 (paid); and
- e) US\$14,000,000 on or before January 28, 2013.

The option period can be extended for one year to January 28, 2014 for an additional US\$1,200,000.

During the nine months ended September 30, 2012, the Company incurred the following exploration expenditures on its mineral properties:

	<b>El Roble, Colombia</b>
<b>Balance, December 31, 2011</b>	
Acquisition Costs	\$ 535,248
Exploration Expenditures	965,111
	<b>1,500,359</b>
<b>Additions during the period:</b>	
<u>Acquisition Costs</u>	
Property acquisition costs	1,753,610
	<b>1,753,610</b>
<u>Exploration Expenditures</u>	
Assays	585,178
Drilling	720,495
Field costs/logistical support	192,806
General and administrative	351,191
Geophysics	262,400
Salaries and benefits	338,290
	<b>2,450,360</b>
<b>Balance, September 30, 2012</b>	<b>\$ 5,704,329</b>

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**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities consist of the following:

	September 30, 2012	December 31, 2011
Trade accounts payable	\$ 180,382	\$ 442,438
Accrued liabilities	182,116	67,505
	<b>\$ 362,498</b>	<b>\$ 509,943</b>

**8. LOANS PAYABLE**

In September 2011, the Company entered into debenture agreements for an aggregate principal amount of \$500,000 with an interest rate of 6% per annum calculated and compounded annually. On completion of the Company's initial public offering (Note 9), the aggregate principal amount was converted into 1,111,111 common shares of Company, valued at \$555,556.

In November 2011, the Company entered into promissory note agreements for an aggregate principal amount of \$200,000 with an interest rate of 6% per annum calculated and compounded annually. The promissory note is repayable at any time up to May 31, 2013.

In January 2012, the Company entered into promissory note agreements for an aggregate principal amount of \$180,000 with an interest rate of 6% per annum calculated and compounded annually. The promissory note is repayable at any time up to July 19, 2013.

As at September 30, 2012, the aggregate outstanding loan payable balance was \$Nil (December 31, 2011 - \$708,250).

**9. SHARE CAPITAL**

**Authorized Share Capital**

Authorized share capital consists of an unlimited number of common shares without par value.

**Issued Share Capital**

In March 2012, the Company completed its initial public offering ("IPO") for gross proceeds of \$11,500,000 by issuing 23,000,000 common shares at \$0.50 per share. In connection with the IPO, the Company paid its agent a cash commission of 7% of the gross proceeds. It also issued 250,000 common shares to its agent, valued at \$125,000 and 1,840,000 finder's warrants, valued at \$484,063 using the Black-Scholes option pricing model, where each warrant is exercisable at \$0.50 per share for 2 years from the closing date.

In March 2012, the Company issued 1,111,111 common shares, valued at \$555,556, for the aggregate principal amount of debentures issued in September 2011 (Note 8).

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**9. SHARE CAPITAL (cont'd...)**

**Stock Options**

The continuity of stock options for the nine months ended September 30, 2012 is as follows:

Expiry Date	Exercise Price	Balance, December 31, 2011	Granted	Exercised	Expired/ Cancelled	Balance, September 30, 2012
June 30, 2016	\$ 0.50	1,710,000	-	-	-	1,710,000
July 11, 2016	0.50	145,000	-	-	-	145,000
April 24, 2017	0.55	-	250,000	-	-	250,000
May 16, 2017	0.51	-	130,000	-	-	130,000
<b>Total</b>		<b>1,855,000</b>	<b>380,000</b>	<b>-</b>	<b>-</b>	<b>2,235,000</b>

Weighted average exercise price	\$	0.50	\$	0.54	\$	-	\$	-	\$	0.51
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**Warrants**

The continuity of share purchase warrants for the nine months ended September 30, 2012 is as follows:

Expiry Date	Exercise Price	Balance, December 31, 2011	Granted	Exercised	Expired/ Cancelled	Balance, September 30, 2012
March 12, 2014	\$ 0.50	-	1,600,000	-	-	1,600,000
March 21, 2014	0.50	-	240,000	-	-	240,000
<b>Total</b>		<b>-</b>	<b>1,840,000</b>	<b>-</b>	<b>-</b>	<b>1,840,000</b>

Weighted average exercise price	\$	-	\$	0.50	\$	-	\$	-	\$	0.50
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**ATICO MINING CORPORATION**  
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**9. SHARE CAPITAL (cont'd...)**

**Share-based Payments and Share-based Payment Reserve**

During the nine months ended September 30, 2012, the Company granted 380,000 (2011 - 1,855,000) stock options to employees and an officer. Using the fair value method for share-based payments, the Company recorded a charge to share-based payments with the offsetting credit to share-based payments reserve of \$152,216 (2011 - \$230,199) or \$0.40 (2011 - \$0.12) per share.

During the nine months ended September 30, 2012, the Company issued 1,840,000 (2011 - Nil) share purchase warrants as share issue costs. Using the fair value method for share-based payments, the Company recorded a charge to share capital of \$484,063 (2011 - \$Nil) or \$0.26 (2011 - \$Nil) per share, for finder's warrants issued.

The fair value of stock options and finder's warrants issued was estimated using the Black-Scholes option pricing model with weighted average assumptions as follows:

	September 30, 2012	September 30, 2011
Weighted average:		
Risk free interest rate	1.26%	2.32%
Expected dividend yield	0%	0%
Expected stock price volatility	100%	100%
Expected life in years	3	5

**10. RELATED PARTY TRANSACTIONS**

The aggregate value of transactions and outstanding balances relating to key management personnel were as follows:

	Salary or Fees	Share-based Payments	Total
<b>Nine months ended September 30, 2012</b>			
Management	\$ 219,082	\$ 102,760	\$ 321,842
<b>Nine months ended September 30, 2011</b>			
Management	\$ 61,586	\$ 133,429	\$ 195,015
Outside directors	-	58,957	58,957
	\$ 61,586	\$ 192,386	\$ 253,972

During the nine months ended September 30, 2011, certain directors of the Company subscribed to 11,175,000 common shares of the Company for aggregate of \$720,000 during the Company's financings, and the Company issued 300,000 common shares, valued at \$150,000, to directors of the Company to settle \$150,000 of accounts payable outstanding (Note 12).

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**10. RELATED PARTY TRANSACTIONS (cont'd...)**

Related party liabilities	Items or Services	September 30, 2012	December 31, 2011
<b>Accounts payable and accrued liabilities:</b>			
Jorge R. Ganoza Aicardi	Management fees	\$ -	\$ 91,428
Seabord Services Corp.	Admin services/expense recovery	385	101,740
<b>Loans payable:</b>			
Jorge R. Ganoza Aicardi		\$ -	\$ 101,000
Jorge A. Ganoza Durant		-	100,750
Luis D. Ganoza Durant		-	101,000
Mario Szotlender		-	50,750

Seabord Services Corp., ("Seabord") is a management services company controlled by a director. Seabord provides a chief financial officer, a corporate secretary, accounting staff, administration staff and office space to the Company. The Chief Financial Officer is an employee of Seabord and is not paid directly by the Company. During the nine months ended September 30, 2012, Seabord charged \$132,300 (2011 - \$41,700) for the administrative services.

**11. SEGMENTED INFORMATION**

As at September 30, 2012 and December 31, 2011, the Company operated in one reportable operating segment, being the exploration and development of mineral properties. Summarized financial information for the geographic segments the Company operates in are as follows:

<b>As at September 30, 2012</b>	Canada	Colombia	Other	<b>Total</b>
Cash and other assets	\$ 4,722,249	\$ 527,558	\$ 7,551	\$ 5,257,358
Equipment	-	150,954	3,070	154,024
Exploration and evaluation assets	-	5,704,329	-	5,704,329
<b>Total assets</b>	<b>\$ 4,722,249</b>	<b>\$ 6,382,841</b>	<b>\$ 10,621</b>	<b>\$ 11,115,711</b>
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<b>As at December 31, 2011</b>	Canada	Colombia		<b>Total</b>
Cash and other assets	\$ 142,534	\$ 26,778	\$	\$ 169,312
Equipment	-	23,298		23,298
Exploration and evaluation assets	-	1,500,359		1,500,359
Deferred share issuance costs	83,455	-		83,455
<b>Total assets</b>	<b>\$ 225,989</b>	<b>\$ 1,550,435</b>	<b>\$</b>	<b>\$ 1,776,424</b>

**ATICO MINING CORPORATION**  
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**12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

During the nine months ended September 30, 2012, the Company:

- a) issued 250,000 common shares, valued at \$125,000, as share issue costs (Note 9);
- b) issued 1,840,000 finder's warrants, valued at \$484,063, as share issue costs (Note 9);
- c) reallocated deferred share issuance costs of \$83,455 to share capital;
- d) issued 1,111,111 common shares, valued at \$555,556, for the aggregate principal amount of debentures issued in September 2011 (Note 8); and
- e) incurred exploration and evaluation expenditures of \$323,099 included in accounts payable and accrued liabilities.

During the nine months ended September 30, 2011, the Company:

- a) issued 300,000 common shares, valued at \$150,000, to settle outstanding accounts payable balance.

**13. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT**

**Financial Instruments**

The Company classified its financial instruments as follows:

	Loans and Receivables	Other Financial Liabilities
<b>As at September 30, 2012</b>		
Cash	\$ 5,020,741	\$ -
Receivables	8,876	-
Accounts payable and accrued liabilities	-	(362,498)
	<b>\$ 5,029,617</b>	<b>\$ (362,498)</b>

	Loans and Receivables	Other Financial Liabilities
<b>As at December 31, 2011</b>		
Cash	\$ 127,141	\$ -
Receivables	31,079	-
Accounts payable and accrued liabilities	-	(509,943)
Loans payable	-	(708,250)
	<b>\$ 158,220</b>	<b>\$ (1,218,193)</b>

**ATICO MINING CORPORATION**  
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**13. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd...)**

**Fair Value**

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The carrying value of receivables and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments.

As at September 30, 2012, the Company's financial instruments measured at fair value are as follows:

<b>Financial Assets</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Cash	\$ 5,020,741	\$ -	\$ -	\$ 5,020,741

**Risk and Capital Management**

The Company's capital includes share capital and the cumulative deficit. The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may issue new shares in order to meet its financial obligations.

The Company's activities expose it to a variety of financial risks; market risk (including currency risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company.

This note presents information about the Company's exposure to each of these risks, the Company's objectives and processes for measuring and managing risk, and the Company's management of capital. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

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**13. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd...)**

**Currency Risk**

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in both Canada and Colombia and incurs expenditures in currencies other than Canadian dollars. Thereby, the Company is exposed to foreign exchange risk arising from currency exposure. The Company has not hedged its exposure to currency fluctuations.

As at September 30, 2012, the Company is exposed to currency risk through the following assets and liabilities:

		US dollars	Colombian pesos	<b>Total</b>
Cash	\$	2,225	\$ 69,058,772	
Receivables		-	240,734	
Accounts payable and accrued liabilities		(14,608)	(563,902,516)	
<b>Net exposure</b>		<b>(12,383)</b>	<b>(494,603,010)</b>	
<b>Canadian dollar equivalent</b>	<b>\$</b>	<b>(12,183)</b>	<b>\$ (270,793)</b>	<b>\$ (282,976)</b>

Based on the above net exposure as at September 30, 2012, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the US dollar and Colombian peso would result in an increase/decrease of approximately \$28,298 in the Company's pre-tax earnings (loss).

**Interest rate risk**

As the Company does not have significant interest-bearing assets, the Company's income and operating cash flows are not significantly affected by changes in market interest rates. As at September 30, 2012, the Company did not have any interest-bearing loans.

**Credit Risk**

Credit risk arises from cash and deposits with banks, as well as credit exposure to customers, including outstanding receivables and committed transactions.

There is no significant concentration of credit risk other than cash deposits. The Company's cash deposits are primarily held with a Canadian chartered bank. The Company has minimal accounts receivable exposure.



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**13. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd...)**

**Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and availability of funding through an adequate amount of committed credit facilities and the ability to pay obligations as they fall due. Financial liabilities, as at September 30, 2012, included \$362,498 of accounts payable and accrued liabilities that have expected maturity dates of less than one year from September 30, 2012. Balances due within 12 months equal their carrying balance as the impact of discounting is not significant.

The Company is currently considering funding options that are available including raising additional funds from institutional investors and/or current shareholders and is confident that funding will be available to meet the final work program.