



**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**Nine Months Ended September 30, 2016 AND 2015**  
**(Expressed in Canadian dollars)**

#### **NOTICE TO READER**

The accompanying condensed consolidated interim financial statements of Lara Exploration Ltd. for the nine months ended September 30, 2016 and 2015 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.

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian dollars)

	September 30, 2016	December 31, 2015
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (Note 3)	\$ 3,404,115	\$ 1,017,726
Receivables (Note 4)	18,206	6,624
Prepays and deposits	105,806	47,360
<b>Total current assets</b>	<b>3,528,127</b>	<b>1,071,710</b>
<b>Non-current assets</b>		
Restricted cash equivalents (Note 5)	46,000	46,000
Equipment (Note 6)	12,768	23,183
Exploration and evaluation assets (Note 7)	221,866	185,236
Investment in associated companies and joint ventures (Note 9)	446,881	408,051
Long-term investments (Note 10)	155,168	192,685
<b>Total non-current assets</b>	<b>882,683</b>	<b>855,155</b>
<b>TOTAL ASSETS</b>	<b>\$ 4,410,810</b>	<b>\$ 1,926,865</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 228,576	\$ 280,054
Advances from JV partners	102,572	-
<b>TOTAL LIABILITIES</b>	<b>331,148</b>	<b>280,054</b>
<b>EQUITY</b>		
Share capital (Note 11)	24,120,510	20,980,656
Commitment to issue shares	39,769	63,533
Share-based payments reserve	8,349,334	8,339,445
Accumulated other comprehensive income (Note 10)	99,764	137,281
Deficit	(28,529,715)	(27,874,104)
<b>TOTAL EQUITY</b>	<b>4,079,662</b>	<b>1,646,811</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 4,410,810</b>	<b>\$ 1,926,865</b>

**Nature of operations and ability to continue as a going concern (Note 1)**

These condensed consolidated interim financial statements were authorized for issuance by the Board of Directors on November 18, 2016

**Approved by the Board of Directors**

"Miles Thompson" , Director

"Christopher Jones" , Director

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

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Comprehensive Loss

(Expressed in Canadian dollars)

	Three months ended September 30		Nine months ended September 30	
	2016	2015	2016	2015
<b>EXPLORATION EXPENDITURES</b> (Note 8)	\$ 219,257	\$ 185,525	\$ 614,180	\$ 654,285
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>				
Administrative services	94,061	82,575	265,142	248,135
Depreciation (Note 6)	173	281	524	843
Management and directors' fees	30,000	30,000	90,000	114,537
Professional fees	14,057	13,015	54,990	56,175
Investor relations	29,652	(1,708)	55,705	16,886
Share-based payments (Note 11)	6,920	158,327	78,576	206,197
Transfer agent and filing fees	21,732	2,319	66,879	38,084
Travel and related costs	2,722	8,495	3,700	40,877
	199,317	293,304	615,516	721,734
Loss before other items	(418,574)	(478,829)	(1,229,696)	(1,376,019)
<b>OTHER INCOME (EXPENSES)</b>				
Equity in net income (loss) of associated companies (Note 9)	45,650	(21,248)	(18,559)	(66,669)
Foreign exchange gain (loss)	11,676	43,802	(77,743)	74,240
Gain on settlement of accounts payable	-	-	-	12,083
Interest income	5,720	446	7,114	1,364
Loss on dilution of former subsidiaries	-	-	-	(4,099)
Option payments received (Note 8)	-	621,976	693,975	1,040,809
Other income	-	512	4,699	72,362
Realized gain (loss) on sale of long-term AFS investment	-	(16,714)	-	78,141
Write-off of exploration and evaluation assets (Note 7)	-	-	(35,401)	(916,347)
	63,046	628,774	574,085	291,884
<b>Net loss for the period</b>	(355,528)	149,945	(655,611)	(1,084,135)
<b>Other comprehensive loss</b>				
Net income (loss) for the period	\$ (355,528)	\$ 149,945	\$ (655,611)	\$ (1,084,135)
<b>Items that may be reclassified to profit or loss</b>				
Change in fair value of investments (Note 10)	(47,513)	(125,515)	(37,517)	168,852
Transfer of (gain) loss on disposal of AFS investments	-	16,714	-	(78,141)
Comprehensive loss	\$ (403,041)	\$ 41,144	\$ (693,128)	\$ (993,424)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.00)	\$ (0.02)	\$ (0.03)
Weighted average number of common shares outstanding	32,741,445	31,228,117	31,795,141	31,033,412

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

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

(Expressed in Canadian dollars)

	Nine Months Ended September 30,	
	2016	2015
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (655,611)	\$ (1,084,135)
<b>Items not affecting cash:</b>		
Depreciation	524	843
Depreciation included in exploration expenditures	10,234	6,434
Equity loss on investment in associated companies and joint ventures	18,559	66,669
Gain on sale of long-term investments	-	(78,141)
Gain on settlement of accounts payable	-	(12,083)
Loss on dilution of a subsidiary	-	4,099
Write-off of exploration and evaluation assets	35,401	916,347
Option payments received as shares	-	(418,833)
Share-based payments	78,576	206,197
Unrealized foreign exchange gain	-	(53,490)
<b>Changes in non-cash working capital items:</b>		
Receivables	(11,582)	(283,301)
Prepays and deposits	(58,446)	43,117
Accounts payable and accrued liabilities	(51,478)	20,661
	(633,823)	(665,616)
<b>INVESTING ACTIVITIES</b>		
Acquisition of exploration and evaluation assets	(72,031)	-
Advance from JV partners	102,572	-
Cash held by former subsidiary	-	(46,678)
Investment in associated companies and joint ventures	(57,389)	(61,454)
Purchase of equipment	(343)	(2,555)
Proceeds on sale of investments	-	878,747
	(27,191)	768,060
<b>FINANCING ACTIVITIES</b>		
Shares issued for Private Placement	3,000,000	-
Share issuance costs	(47,597)	-
Exercise of options	95,000	-
	3,047,403	-
<b>Change in cash and cash equivalents</b>	<b>2,386,389</b>	<b>102,444</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>1,017,726</b>	<b>954,509</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 3,404,115</b>	<b>\$ 1,056,953</b>
<b>Supplementary cash flow information</b>		
Interest received	\$ 7,114	1,364
Received common shares as option payments (Note 14)	-	418,433

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

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Equity

(Expressed in Canadian dollars)

	Number of shares	Share capital	Commitment to issue shares	Share-based payments reserve	Accumulated other comprehensive income (loss)	Deficit	Total
<b>Balance as at December 31, 2015</b>	31,286,357	\$ 20,980,656	\$ 63,533	\$ 8,339,445	\$ 137,281	\$ (27,874,104)	\$ 1,646,811
Exercise of stock options	380,000	95,000	-	-	-	-	95,000
Reclassification of share-based payment reserve on exercise of options	-	35,451	-	(35,451)	-	-	-
Share-based payments	-	-	33,236	45,340	-	-	78,576
Shares issued for Private Placement	2,400,000	3,000,000	-	-	-	-	3,000,000
Shares issuance costs	6,250	(47,597)	-	-	-	-	(47,597)
Bonus shares issued	75,000	57,000	(57,000)	-	-	-	-
Change in fair value of AFS investments	-	-	-	-	(37,517)	-	(37,517)
Net loss for the period	-	-	-	-	-	(655,611)	(655,611)
<b>Balance as at September 30, 2016</b>	34,147,607	\$ 24,120,510	\$ 39,769	\$ 8,349,334	\$ 99,764	\$ (28,529,715)	\$ 4,079,662
<b>Balance as at December 31, 2014</b>	30,969,691	\$ 20,863,240	\$ 39,503	\$ 8,202,304	\$ 12,189	\$ (25,728,832)	\$ 3,388,404
Bonus shares issued	74,999	56,999	(56,999)	-	-	-	-
Share-based payments	-	-	69,056	137,141	-	-	206,197
Shares to be issued for debts	241,667	60,417	-	-	-	-	60,417
Change in fair value of AFS investments	-	-	-	-	168,852	-	168,852
Transfer of gain on sale of AFS investments	-	-	-	-	(78,141)	-	(78,141)
Net loss for the period	-	-	-	-	-	(1,084,135)	(1,084,135)
<b>Balance as at September 30, 2015</b>	31,286,357	\$ 20,980,656	\$ 51,560	\$ 8,339,445	\$ 102,900	\$ (26,812,967)	\$ 2,661,594

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

## **LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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### **1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN**

Lara Exploration Ltd. (the “Company” or “Lara”) was incorporated under the British Columbia Business Corporations Act on March 31, 2003. The Company’s principal business activities are the acquisition, exploration and development of mineral properties in South America, currently with exploration and evaluation properties in Brazil, Peru, Colombia and Chile. These condensed consolidated interim financial statements of the Company as at and for the nine months ended September 30, 2016 and 2015 are comprised of the Company and its subsidiaries. The Company’s common shares are listed on the TSX Venture Exchange under the symbol of “LRA”.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether they contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete their exploration and development, confirmation of the Company’s interest in the underlying claims and leases, ability to obtain the necessary permits to mine and future profitable production or proceeds from the disposition of these assets.

These condensed consolidated interim financial statements are prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from the carrying values shown and these condensed consolidated interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. The Company’s continuing operations and the ability of the Company to meet mineral property and other commitments are dependent upon the ability of the Company to continue to raise additional equity or debt financing and to seek joint venture partners. At the date of these condensed consolidated interim financial statements, the Company has not identified a known body of commercial grade mineral on any of its properties. At September 30, 2016, the Company has not achieved profitable operations and has accumulated losses since inception.

### **2. BASIS OF PRESENTATION**

#### **Basis of Measurement and Presentation**

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 using the accrual basis of accounting except for cash flow information.

These condensed consolidated interim financial statements have been prepared in accordance with the same accounting policies and methods of application as the most recent audited financial statements for the year ended December 31, 2015, except that they do not include all the information required for the annual audited financial statements. These financial statements should be read in conjunction with the consolidated financial statements of the Company for the year ended December 31, 2015.

## LARA EXPLORATION LTD.

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

### 2. BASIS OF PRESENTATION (continued)

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as available-for-sale ("AFS") which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information. The preparation of these condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of the policies and reported amounts of assets, liabilities, revenue and expenses. Actual results may differ from these estimates.

#### Basis of Consolidation

These condensed consolidated interim financial statements comprise the accounts of the parent company, and its subsidiaries, after the elimination of all material intercompany balances and transactions.

### 3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and deposits at bank earning interest at both fixed and floating rates based on daily bank deposit rates:

	September 30, 2016	December 31, 2015
Cash	\$ 3,403,826	\$ 1,017,437
Short-term bank deposits	289	289
Cash and cash equivalents	\$ 3,404,115	\$ 1,017,726

### 4. RECEIVABLES

The Company's receivables arise from goods and services tax ("GST") receivable from government taxation authorities, and recovery of exploration expenditures from joint venture partners.

	September 30, 2016	December 31, 2015
Accounts receivable	\$ 10,267	\$ 1,125
GST receivable	7,939	5,499
Receivables	\$ 18,206	\$ 6,624

### 5. RESTRICTED CASH EQUIVALENTS

At September 30, 2016 and December 31, 2015, the Company classified \$46,000 as restricted cash equivalents. This amount is held as collateral for the Company's corporate credit cards.



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(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

**6. EQUIPMENT**

	Computer equipment	Field equipment	Office equipment	Total
<b>Costs</b>				
December 31, 2015	\$ 41,625	\$ 3,015	\$ 92,427	\$ 137,067
Additions	343	-	-	343
September 30, 2016	41,968	3,015	92,427	137,410
<b>Accumulated depreciation</b>				
December 31, 2015	35,952	620	77,312	113,884
Additions	1,996	226	8,536	10,758
September 30, 2016	37,948	846	85,848	124,642
<b>Net book value</b>				
December 31, 2015	\$ 5,673	\$ 2,395	\$ 15,115	\$ 23,183
September 30, 2016	\$ 4,020	\$ 2,169	\$ 6,579	\$ 12,768

Of the \$10,758 (2015 -\$7,277) of depreciation expense recognized during the nine months ended September 30, 2016, \$10,234 (2015 - \$6,434) was included as exploration expenditures and \$524 (2015 - \$843) was recorded as depreciation on the statements of comprehensive loss.

**7. EXPLORATION AND EVALUATION ASSETS**

	December 31, 2015	Acquisitions	Impairments	September 30, 2016
<b>Brazil</b>				
Planalto Copper	\$ 25,777	\$ 29,672	\$ -	\$ 55,449
Azul	11,447	10,191	-	21,638
Serrita	-	12,810	-	12,810
Damolandia	-	19,358	-	19,358
<b>Peru</b>				
Corina	112,611	-	-	112,611
<b>Paraguay</b>				
Sarambi	35,401	-	(35,401)	-
Total	\$ 185,236	\$ 72,031	\$ (35,401)	\$ 221,866

**Brazil*****Curionópolis Copper-Gold Project***

In October 2013 the Company signed an option agreement with Tessarema Resources Inc. ("Tessarema") whereby Tessarema can earn a 100% interest in the Curionópolis Copper Project. Under the terms of the agreement, Tessarema has earned a notional 49% interest by: making staged cash payments to Lara totalling US\$750,000, completing 2,000 metres of drilling and delivering a National Instrument ("NI") 43-101 report confirming a mineral resource which could be economically mined of at least 100,000 tonnes of contained copper and copper equivalent by-products, all by December 31, 2015. In February 2016, Tessarema earned a further 11% interest (for a total notional interest of 60%) by paying Lara US\$500,000 within one year,

## **LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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### **7. EXPLORATION AND EVALUATION ASSETS (continued)**

completing permitting for pilot mining and granting Lara a royalty of 5% on any pilot scale production. Tessarema can earn an additional 40% interest in the project (for a total of 100%) by paying Lara US\$750,000, and placing the project into commercial production at a minimum rate of 500 tonnes per day. If that milestone is achieved, the 5% pilot royalty would terminate and Lara would be granted a 2% production royalty. Under the terms of the agreement, Tessarema must earn a 100% interest in the project or the property will be returned to Lara.

#### ***Curionopolis Iron Project***

The Company has an agreement whereby Vertical Mineração Ltda. ("Vertical"), a special purpose company owned by a group of Brazilian pig iron producers, has acquired the iron ore targets within the Curionopolis licenses for cash payments, exploration work commitments and royalties. Vertical has completed exploration and development studies on the iron deposits in the property and is currently in the process of completing environmental permitting to secure a mining license. Lara is entitled to royalties of US\$1.50/ton on sales of granular iron ore and US\$0.75/ton on sales of fine-grained iron ore produced from the project.

During the year ended December 31, 2015, the Company filed for arbitration with the Forum Arbitral do Rio de Janeiro ("FARJ"), over its Mineral Rights Transfer Agreement ("the Agreement") with Vertical. Among the terms of the agreement, signed in May 2009, whereby Lara transferred its rights to the Curionópolis Iron Project to Vertical, were obligations for Vertical to make purchase payments and pay minimum royalties to the Company. Despite several renegotiations extending payment terms and repeated notifications Vertical has not made these payments. Lara has requested that the Arbitrators rule on the unpaid amounts, plus interest and fines, as defined by the Agreement. Vertical has contested the qualification of the FARJ and no progress has been made with the arbitration.

#### ***Itaituba Iron Project***

In 2011, the Company entered into an option agreement to acquire the Itaituba Iron Project by paying 100,000 reals (approximately \$55,000); 50,000 reals were paid upon signing the agreement and another 50,000 reals were due upon the transfer of the title of one license area. In March 2013, the transfer of the title to the license area was completed and Lara made the second payment of 50,000 reals. The Company must make a third purchase payment of US\$0.30 per ton of measured reserves of iron ore and a royalty payment of US\$0.45 per ton of economically mineable reserves as determined by a NI 43-101 compliant report. At December 31, 2015, the Company wrote down its investment in the property to nil.

#### ***Planalto Copper Project***

In February 2013 (amended in June 2016), the Company entered into an option agreement to acquire a 100% interest in the Planalto Copper Project by paying US\$500,000 (US\$50,000 paid to date) in cash and a 2% net smelter return ("NSR") royalty. Lara has the right to acquire 50% of the NSR for US\$2,000,000. The original Planalto mineral licenses were cancelled by the Brazilian Department of Mines based on perceived deficiencies in the application paperwork. These deficiencies have been rectified and the licenses have been reissued to Lara in June 2016. In the quarter ended September 30, 2016, the Company made an option payment of \$29,672 (US\$25,000) which was capitalized to exploration and evaluation assets.

## **LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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### **7. EXPLORATION AND EVALUATION ASSETS (continued)**

#### ***Liberdade Copper Project***

In September 2010 the Company signed an agreement with a local subsidiary of a Chilean copper company, Codelco do Brasil Mineracao Ltda. (“Codelco”) to earn an initial 51% interest in the property by investing US\$3,300,000 in exploration which has been completed. Codelco at its election, can then earn a further 24% interest by sole-funding such additional exploration work as is necessary to define a minimum resource of at least 500,000 tonnes of copper equivalent, independently reported under NI 43-101 guidelines. Work on the project is currently suspended, pending the renewal of the exploration license by the Brazilian Department of Mines. The Brazilian Department of Mines (“DNPM”) has delayed analysis of the renewal, as Vale S.A. (“Vale”) has claimed to have a license dating back to 1986 that is still valid. Codelco has filed a lawsuit with the Federal Courts in Brasilia, against both the DNPM and Vale to nullify Vale’s old license and safeguard its rights under the Liberdade exploration license.

#### ***Azul Tin Project***

In October 2015 the Company entered into an option agreement with Best Metais e Soldas S.A. (“Best”) to acquire the Azul Tin Project, located in Tocantins State, central Brazil. The Company paid US\$7,500 on signing the agreement and a second payment of US\$7,500 was made in January 2016. In order to complete the acquisition, Lara must make the following payments to Best: US\$40,000 by December 31, 2016; US\$200,000 by December 31, 2017 and US\$500,000 by December 31, 2018.

#### ***Tocantins Gold Project***

In January 2016 the Company entered into an agreement with Brazil Americas Investments & Participation Mineração Ltda. (“Brazil Americas”), to acquire the Tocantins Gold Project, located close to the town of Conceição do Tocantins, in Central Brazil. Under the terms of the Agreement, Lara will assume the project costs going forward and will pay Brazil Americas 50% of any proceeds from the eventual sale of the project to a third-party.

#### ***Damolândia Nickel Project***

In February 2016 the Company entered into an agreement with BCV Consultoria e Projetos Ltda. (“BCV”), to acquire the Damolândia Nickel Project in central Brazil. Lara has agreed to make staged cash payments totalling US\$580,000. BCV will also be entitled to a 1% net smelter return royalty on any production from the project, but Lara retains the right to purchase this royalty for a cash payment of US\$2 million. During the nine months ended September 30, 2016, the Company made its first option payment in the amount of \$19,358 (US\$15,000).

#### ***Serrita Gold Project***

The Serrita Project comprises three exploration licenses, covering a wide area of artisanal workings. Lara has an option to acquire the Serrita Project by making staged cash and success-based bonus payments totalling up to US\$1.65 million and paying a 1.25% NSR royalty on any production. Lara retains the right to purchase this royalty for a cash payment of US\$1.5 million. The Company has also agreed to pay a finder’s fee of staged (mostly success-based) payments totalling US\$100,000. During the nine months ended September 30, 2016, the Company made its first option payment in the amount of \$12,810 (US\$10,000).

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(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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### **7. EXPLORATION AND EVALUATION ASSETS (continued)**

#### **Peru**

##### ***Corina Gold Project***

In June 2014 the Company signed a binding Letter of Intent with Compañía Minera Ares S.A.C. (“Ares”), a subsidiary of London-listed Hochschild Mining plc. that operates mines nearby, granting an option to purchase its Corina Gold Project in southern Peru. Under the proposed terms, Ares can acquire the Corina property from Lara for staged cash payments totalling US\$4,150,000, carrying out US\$2,000,000 in exploration and paying a 2% NSR royalty on any future production. Lara and Ares signed a definitive agreement in July 2014 and Ares made the first cash payment of US\$150,000. Ares had up to 36 months to obtain a community access agreement, which would allow them to begin exploration. On obtaining this agreement Ares is required to pay the Company US\$150,000 and the 36 month option agreement will begin. In October 2016, Ares signed a community agreement in support of their application to conduct drilling on the property and made a further cash payment of US\$150,000 to Lara.

##### ***Grace Gold Project***

In November 2013, Lara signed an option agreement with S.A.C., (“Apumayo”) a subsidiary of Peruvian gold miner Aruntani S.A.C., to acquire 100% of the Company’s Grace Gold Project in southern Peru for a total of US\$2,000,000 (US\$75,000 received to date) within 36 months of receiving approval by Dirección General de Minería for the start of exploration activities. Lara will also be entitled to an NSR royalty of between 0.75% and 1% on gold and gold equivalent production in excess of 200,000 troy ounces. Apumayo further committed to minimum exploration expenditures on the property of US\$500,000 and the completion of a minimum of 3,000 metres of drilling. The timing of the payments to Lara and the work commitments are subject to securing community agreements and drilling permits from the Peruvian government. The option agreement with Apumayo has been extended to December 2017.

##### ***Picha Copper Project***

During the quarter ended September 30, 2015, the Company signed a Letter of Intent (“LOI”) granting the Kiwanda Group a six-month exclusive option to acquire the Project in exchange for assuming mineral rights and community obligations that fall due during 2015. In the event that Kiwanda elects to complete its option, the Project will be transferred to a new company controlled by Kiwanda, which will grant Lara an NSR royalty of 2% on any precious metals and 1% on any base metals or other minerals produced from the Project. Kiwanda will also pay or transfer to Lara 30% of the proceeds upon a sale or transfer of the Project to a third-party. In May 2016, Lara granted a six month extension to allow Kiwanda to enter into a Letter of Intent with the Carajas Copper Company Limited (“Carajas”).

Under the terms of the LOI, Carajas has a six week exclusive option to purchase the Picha Project by committing to pay Australian (“A\$”) \$60,000 within 30 days of signing. During the exclusivity period, the parties agree to negotiate, in good faith, a definitive agreement, whereby Kiwanda will transfer the ownership of Kiwanda Peru SAC and the Picha Project to Carajas, for a consideration of A\$400,000, payable by way of issuance of new ordinary shares of Carajas priced at A\$0.003 per share. Each share will include an option exercisable at A\$0.004 per share for a period of 2 years. Lara will receive 30% of the proceeds from this sale and will remain entitled to a net smelter returns royalty on future production of 2% for precious metals and 1% for base metals. In August 2016, the Company announced that Kiwanda and Carajas have agreed to acquire the Picha property according to the terms of the LOI, with the transaction expected to complete before year end.

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Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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### **7. EXPLORATION AND EVALUATION ASSETS (continued)**

#### ***Minas Dixon - Lara and Tingo Este Copper Projects***

Lara has a 45% interest in the Lara Copper Project. Lara retains a 1% NSR royalty on all production from the projects.

#### ***Sarambi, Paraguay***

At December 31, 2015 the Company had capitalized \$35,401 of acquisition costs. During the three months ended March 31, 2016, the Company decided not to pursue the acquisition of this property and wrote off the full amount of the capitalized cost.

#### ***Kiwanda Alliances***

In 2011 Lara signed alliance agreements with Kiwanda Mines LLC to generate phosphate and coal opportunities. In October 2014 Lara and Kiwanda agreed to sell all the rights and options held under their Phosphate Alliance and Coal Alliance, to Phillips River Mining Limited ("Phillips River") as follows:

- a) Lara's 19.9% interest in central Colombian coal producer Carbhid S.A.
- b) The Coal Alliance's option to earn a 51% interest in Carbhid's Escalones mining rights.
- c) The Coal Alliance's option to earn a 100% interest in the Pelaya coal exploration rights in northern Colombia.
- d) The Phosphate Alliance's option to acquire a 100% interest in the Bifox phosphate mining rights in northern Chile.
- e) The Phosphate Alliance's 100% owned Ki phosphate exploration rights adjacent to the Bifox mining rights.

Lara has received US\$200,000 from Kiwanda LP that was due upon signing of the Heads of Agreement and is entitled to a further US\$570,000 upon the completion of the acquisition of the assets by Phillips River. Phillips River will acquire the assets through the issue of new shares at a deemed price of Australian \$0.20 each, based on an independent valuation. After payment of the amounts due to Lara, the new Phillips River shares will be issued equally to Lara (50%) and Kiwanda (50%), with 50-60% of the shares payable upon closing of the transaction and the remainder only payable subject to achieving certain production and resource definition milestones. Phillips River will assume the day-to-day management and costs of these assets, with Lara retaining the right to appoint a director to the Phillips River's board of directors. Lara is further entitled to a 2% production royalty on the Coal Alliance assets and once an annual production capacity of 50,000 tons has been achieved, a 2% production royalty on the Phosphate Alliance assets.

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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**7. EXPLORATION AND EVALUATION ASSETS (continued)**

In November 2016, Phillips River signed definitive option agreements with the underlying owners of the Bifox phosphate rock mine and processing facilities at Bahia Inglesa in northern Chile and will assume management of the operations. Phillips River will seek to list its shares on the Australian Securities Exchange by the end of Q1 2017, which will also mark the completion of the transaction with Lara for the sale of all its direct project rights under the Kiwanda alliances to Phillips River in exchange for reimbursement of US\$570,000 project expenses, issue to Lara of vendor shares in Phillips River and the 2% production royalty.

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

**8. EXPLORATION EXPENDITURES**

During the nine months ended September 30, 2016, the Company incurred the following exploration expenditures, which were expensed as incurred:

	Curionópolis Brazil	General and other Brazil	Grace Peru	Corina Peru	Picha Peru	Sami Peru	General and other Peru	Total
Administrative	\$ 63,586	\$ 186,034	\$ -	\$ 829	\$ 3,045	\$ 115	\$ 35,924	\$ 289,533
Assays	2,565	12,729	-	-	-	-	138	15,432
Field costs	1,162	35,222	-	-	-	-	3,398	39,782
Property maintenance	11,056	74,434	-	55	34,140	11,639	-	131,324
Salaries / consultants	79,898	111,456	5,144	-	13,201	-	21,319	231,018
Telecommunications	-	1,303	-	-	-	-	2,340	3,643
Travel	10,863	12,323	-	-	-	-	2,156	25,342
Total expenditures	169,130	433,501	5,144	884	50,386	11,754	65,275	736,074
Recoveries	(73,710)	-	-	-	(48,184)	-	-	(121,894)
Net expenditures	\$ 95,420	\$ 433,501	\$ 5,144	\$ 884	\$ 2,202	\$ 11,754	\$ 65,275	\$ 614,180

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

**8. EXPLORATION EXPENDITURES (continued)**

During the nine months ended September 30, 2015, the Company incurred the following exploration expenditures, which were expensed as incurred:

	Curionópolis Brazil	Caninde Brazil	General and other Brazil	Condorama Peru	Corina Peru	Picha Peru	Sami Peru	General and other Peru	Total
Administrative	\$ 138,218	\$ 57,395	\$ 78,820	\$ 1,486	\$ 8,446	\$ 3,316	\$ 24,849	\$ 32,270	\$ 344,800
Assays	-	3,230	12,216	-	-	-	-	-	15,446
Drilling	-	70,085	-	-	-	-	-	-	70,085
Field costs	104,560	13,104	10,882	218	1,249	490	3,212	15,866	149,581
Property maintenance	23,233	5,928	1,421	23	129	51	333	147	31,265
Salaries and consultants	113,897	40,821	84,236	5,261	30,255	10,825	26,362	44,654	356,311
Telecommunications	2,037	13	1,801	117	673	264	1,732	763	7,400
Travel and related costs	10,607	12,921	13,530	71	405	159	1,043	2,682	41,418
Trenching	-	11,199	-	-	-	-	-	-	11,199
Total expenditures	392,552	214,696	202,906	7,176	41,157	15,105	57,531	96,382	1,027,505
Recoveries	(226,907)	(111,168)	-	-	(20,040)	(15,105)	-	-	(373,220)
Net expenditures	\$ 165,645	\$ 103,528	\$ 202,906	\$ 7,176	\$ 21,117	\$ -	\$ 57,531	\$ 96,382	\$ 654,285



**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

**8. EXPLORATION EXPENDITURES (continued)**

During the nine months ended September 30, 2016, the Company received the aggregate option payments as follows:

	Gross options payments received				Recovery of exploration expenditure	Advance from JV partners	Option revenue received	Total
	Shares	Cash	Advances	Total				
Caninde, Brazil	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Curionópolis, Brazil	-	693,975	176,282	870,257	73,710	102,572	693,975	870,257
Corina, Peru	-	-	-	-	-	-	-	-
Picha, Peru – Maxy Gold	-	48,184	-	48,184	48,184	-	-	48,184
<b>Total</b>	<b>\$ -</b>	<b>\$ 742,159</b>	<b>\$ 176,282</b>	<b>\$ 918,441</b>	<b>\$ 121,894</b>	<b>\$ 102,572</b>	<b>\$ 693,975</b>	<b>\$ 918,441</b>

During the nine months ended September 30, 2015, the Company received the aggregate option payments as follows:

	Gross options payments received				Recovery of exploration expenditure	Recovery of capital property	Option revenue received	Total
	Shares	Cash	Advances	Total				
Caninde, Brazil	\$ -	\$ -	\$ 111,168	\$ 111,168	\$ 111,168	\$ -	\$ -	\$ 111,168
Curionópolis, Brazil	-	335,225	226,907	562,132	226,907	-	335,225	562,132
Sergipe Potash, Brazil	418,833	256,082	-	674,915	-	-	674,915	674,915
Corina, Peru	-	20,040	-	20,040	20,040	-	-	20,040
Picha, Peru	-	45,774	-	45,774	15,105	-	30,669	45,774
<b>Total</b>	<b>\$ 418,833</b>	<b>\$ 657,121</b>	<b>\$ 338,075</b>	<b>\$ 1,414,029</b>	<b>\$ 373,220</b>	<b>\$ -</b>	<b>\$ 1,040,809</b>	<b>\$ 1,414,029</b>

## LARA EXPLORATION LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

### 9. INVESTMENT IN ASSOCIATED COMPANIES AND JOINT VENTURES

#### Kiwanda Coal Alliance

The Company owns a 50% interest in Andean Coal (BVI) Ltd. ("Andean Coal"). The Company's had a net investment in Andean Coal of \$408,051 at December 31, 2015. During the nine months ended September 30, 2016 the Company made an additional investment of \$1,379. The Company's share of the net earnings for the nine months ended September 30, 2016, was \$37,451 which increased its net investment in Andean Coal to 446,881.

#### Kiwanda Phosphate Alliance

The Company owns a 50% interest in Kiwanda Alliance (BVI) Inc. ("Kiwanda BVI"). At December 31, 2015, the Company's net investment in Kiwanda was \$nil and there were accumulated unrecognized losses of \$200,073. During the nine months ended September 30, 2016, the Company made an additional investment of \$1,972. The Company's share of the net loss for the period was \$112,141 and recognized a loss of \$1,972, resulting in an accumulated unrecognized loss of \$310,242 and a net investment in Kiwanda of \$nil at September 30, 2016.

#### Minas Dixon S.A.

The Company owns a 45% interest in Minas Dixon S.A. ("Minas"). At December 31, 2015 Lara had an accumulated unrecognized loss of \$33,280 in Minas with a net investment of \$nil. During the nine months ended September 30, 2016, the Company made an additional investment of \$54,038. The Company's share of the net loss for the nine months ended September 30, 2016, was \$31,793 and it recognized an additional \$22,245 of previously unrecognized losses for a total loss of \$54,038. At September 30, 2016 the Company's net investment in Minas was nil and there were \$11,036 of previously unrecognized losses.

The continuity of investment in associated companies and joint ventures is as follows:

	Minas	Kiwanda	Andean Coal	Total
<u>Investment in associated company</u>				
Net investment at December 31, 2015	\$ -	\$ -	\$ 408,051	\$ 408,051
Additional investment (recovery) for the nine months ended September 30, 2016	54,038	1,972	1,379	57,389
Share of net (loss) recovery	(31,793)	(1,972)	37,451	3,686
Prior year's loss recognized	(22,245)	-	-	(22,245)
Net investment at September 30, 2016	\$ -	\$ -	\$ 446,881	\$ 446,881

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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**9. INVESTMENT IN ASSOCIATED COMPANIES AND JOINT VENTURES (continued)**

As at September 30, 2016, the associated companies' and joint venture's aggregate assets, aggregate liabilities and net losses are as follows:

	Minas	Kiwanda	Andean Coal
Current assets	\$ 19,371	\$ 3,708	\$ -
Non-current assets	327	-	647,575
Current liabilities	(2,840)	(5,320)	-
Loss for the period	(70,652)	(224,282)	74,903
The Company's ownership percentage	45%	50%	50%
The Company's share of loss for the period	(31,793)	(112,141)	37,451

The Company has a minority position on the Board of Minas and has a joint control position on the Boards of Andean Coal and Kiwanda BVI and has joint control on operational decisions. The Company has determined that it has significant influence in its associated company and has joint control over its joint arrangements and therefore equity accounting is appropriate.

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

**10. LONG-TERM INVESTMENTS**

The Company has the following long-term investments in the common shares of private companies and of companies that trade on the TSX Venture Exchange and the Australian Securities Exchange. The shares have been classified as available-for-sale (“AFS”) financial assets and are valued at their fair market values at September 30, 2016.

	Fair value December 31, 2015	Additions	Disposals	Change in fair value	Fair value September 30, 2016
<u>Available-for-sale investments</u>					
Agua Resources Ltd.	\$ 160,399	\$ -	\$ -	\$ (36,670)	\$ 123,729
Mt. Ridley Mines Inc.	23,786	-	-	(4,286)	19,500
Redzone Resources Ltd.	8,500	-	-	3,439	11,939
Total	\$ 192,685	\$ -	\$ -	\$ (37,517)	\$ 155,168

## LARA EXPLORATION LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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### 11. EQUITY

#### Authorized

As at September 30, 2016, the authorized share capital of the Company was an unlimited number of common shares without par value.

#### Share Capital

In August 2016, the Company completed a private placement of \$3,000,000 through the issuance of 2,400,000 units at \$1.25 per unit. Each unit consisted of one common share and one-half of one non-transferable, common share purchase warrant. Each full warrant will entitle the holder to purchase an additional common share at \$1.85 for two years. If, after four months from closing, the closing price of the Company's shares on the TSX Venture Exchange is \$2.50 or greater for any period of 10 consecutive trading days, the Company may, by news release issued within five trading days thereof, accelerate the expiry of the warrants to the 21st trading day after such news release. The Company uses the residual method to allocate value between the shares and warrants issued in private placements. All of the proceeds in the private placement were allocated to share capital and no value was attributed to the warrants. The Company issued a total of 1,200,000 warrants to subscribers and 3,125 warrants to finders with an exercise price of \$1.85 as a result of the private placement.

The Company paid finder's fees with respect to the subscriptions from investors introduced by finders. The fees were payable in cash, or at each finder's election, the issuance of that number of units equal to 5% of the number of units issued pursuant to such subscriptions. As a result, the Company paid cash finder's fees of \$37,525 and issued 6,250 units.

#### Stock Options

The changes in stock options outstanding are as follows:

	Number of Options	Weighted Average Exercise Price
<b>Balance as at December 31, 2015</b>	2,660,000	\$ 0.69
Granted	100,000	0.86
Expired/cancelled	(500,000)	(1.20)
Exercised	(380,000)	(0.25)
<b>Balance as at September 30, 2016</b>	1,880,000	\$ 0.68

The following table summarizes the stock options outstanding and exercisable at September 30, 2016:

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

**11. EQUITY (continued)**

Date Granted	Expiry Date	Exercise Price	Number Outstanding	Number Exercisable
November 21, 2011	November 21, 2016	1.36	100,000	100,000
January 31, 2012	January 31, 2017	1.20	640,000	640,000
April 22, 2014	April 22, 2019	0.86	50,000	50,000
July 24, 2015	July 24, 2020	0.25	990,000	990,000
May 27, 2016	May 25, 2021	0.86	100,000	100,000
Total			1,880,000	1,880,000

The weighted average remaining life of the outstanding stock options is 2.45 years. From January 1, 2016 to September 30, 2016 500,000 options expired unexercised at an average exercise price of \$1.20 and 100,000 new options were issued at exercise price of \$0.86.

**Share-based Payments**

During the nine months ended September 30, 2016, the Company accrued \$33,236 of share-based payments for vesting bonus shares and issued 75,000 of bonus shares to the directors and employees of the Company, valued at \$57,000.

During the nine months ended September 30, 2016 the Company granted 100,000 options to a director. The options were fully vested on the grant date with an option price of \$0.86. The fair value of the stock options granted was estimated using the Black-Scholes option pricing model with the following assumptions: a risk free interest rate of 0.78% an expected dividend yield of 0%; an expected stock price volatility of 63%; an option life of 5 years; and a forfeiture rate of 0%. Based on these assumptions the Company recorded share-based compensation expense of \$45,340.

**12. SEGMENTED INFORMATION**

The Company operates in one reportable operating segment, being exploration and development of exploration and evaluation assets. Except for exploration and evaluation assets, equipment and exploration expenditures, substantially all of the Company's assets and expenditures are located and incurred in Canada. Exploration and evaluation assets are located in Brazil and Peru, equipment is located mainly in Brazil and all of the exploration expenditures are incurred in Brazil, Peru and Chile.

**13. RELATED PARTY TRANSACTIONS AND BALANCES**

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

	Nine months ended	
	September 30, 2016	September 30, 2015
Salaries, benefits and directors' fees	\$ 255,033	\$ 268,000
Share-based payments	74,885	171,995
	\$ 329,918	\$ 439,995

## LARA EXPLORATION LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

### 13. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Amounts due to and from related parties as of September 30, 2016 and December 31, 2015 are as follows:

Related party assets and liabilities	Service or items	September 30, 2016	December 31, 2015
Amounts due to:			
Chief Executive Officer	Fees and expenses	\$ -	\$ 71,214
Vice President, Corporate Development	Fees	-	30,843
Vice President, Exploration	Fees and expenses	123,717	81,816
Amounts due from:			
Seabord Services Corp	Deposit	10,000	10,000
Reservoir Capital Corp. ( <i>common director</i> )	Expense recovery	1,999	1,999

During the nine months ended September 30, 2016, the Company paid \$160,200 (2015 - \$160,200) to Seabord Services Corp. ("Seabord"). Seabord is a management services company controlled by a former director. Seabord provides the services of a Chief Financial Officer ("CFO"), a Corporate Secretary, accounting and administrative staff, and office space to the Company. The CFO and Corporate Secretary are employees of Seabord and are not paid directly by the Company.

### 14. FINANCIAL AND CAPITAL RISK MANAGEMENT

#### Financial Risk Management

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

#### Credit Risk

The Company's cash and cash equivalents are mainly held through large Canadian or US financial institutions and, as at September 30, 2016, are mainly held in term deposits or interest-bearing accounts; accordingly, credit risk is minimized. The Company assesses the collectability of amounts owing from partners on their mineral properties and on its loans receivable and records allowances for non-collection based on management's assessment of specific accounts.

#### Currency Risk

The Company is exposed to financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, Brazil, Peru and Chile. The Company funds cash calls to its subsidiary companies outside of Canada in Canadian and US dollars and a portion of its expenditures are also incurred in the local currencies. The risk is that there could be a significant change in the exchange rate of the Canadian dollar relative to the US dollar, the Brazilian real and the Peruvian sol. A significant change in these rates could have an adverse effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

## LARA EXPLORATION LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

### 14. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

As at September 30, 2016, the Company is exposed to currency risk through the following assets and liabilities denominated in US dollars, Brazilian reals, Peruvian sols and Chilean pesos:

	US dollars	Brazilian reals	Peruvian sols	Total
Cash and cash equivalents	510,630	623,635	14,885	
Receivables	-	8,655	22,249	
Accounts payable and accrued liabilities	(21,027)	(410,973)	(1,917)	
Net exposure	489,603	211,317	35,217	
Canadian dollar equivalent	\$643,388	89,301	\$ 13,643	\$ 746,332

Based on the above net exposures as at September 30, 2016 and assuming that all other variables remain constant, a 10% change in the value of the Canadian dollar against the above foreign currencies would result in an increase/ decrease of approximately \$74,600 to the net loss.

#### **Market and Interest Rate Risk**

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in values as a result of volatility of quoted market prices. Interest rate risk is the risk that the fair value of cash flows from a financial instrument will fluctuate due to changes in market interest rates. Lara holds AFS investments which have market risk and have declined in value since acquisition, as a result of the weak equity markets for exploration companies. The Company's cash is held mainly in term deposits or interest-bearing bank accounts, and therefore there is currently minimal interest rate risk.

#### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company manages liquidity risk through the management of its capital resources as outlined below.

#### **Management of Capital**

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties. The Company relies mainly on equity issuances to raise new capital and on entering into joint venture agreements on certain properties, which enables it to conserve capital and to reduce risk. Lara can liquidate long-term investments in order to raise additional cash resources. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company prepares annual estimates of exploration and administrative expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to invest its cash in savings accounts or highly liquid short-term deposits with terms of one year or less and which can be liquidated after 30 days without penalty.



**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

**15. FINANCIAL INSTRUMENTS**

The Company classified its financial instruments as follows:

Financial instruments	September 30, 2016		
	Available-for-sale investments	Loans and receivables	Other financial liabilities
Cash and cash equivalents	\$ -	\$ 3,404,115	\$ -
Restricted cash equivalents	-	46,000	-
Receivables	-	18,206	-
Long-term investments	155,168	-	-
Accounts payable and accrued liabilities	-	-	(228,576)
Advance from JV partners	-	-	(102,572)
	\$ 155,168	\$ 3,468,321	\$ (331,148)

Financial instruments	December 31, 2015		
	Available-for-sale investments	Loans and receivables	Other financial liabilities
Cash and cash equivalents	\$ -	\$ 1,017,726	\$ -
Restricted cash equivalents	-	46,000	-
Receivables	-	6,624	-
Long-term investments	192,685	-	-
Accounts payable and accrued liabilities	-	-	(280,054)
	\$ 192,685	\$ 1,070,350	\$ (280,054)

**Fair Value**

Financial instruments measured at fair value on the consolidated statement of financial position are summarized into the following fair value hierarchy levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

**LARA EXPLORATION LTD.**

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Nine Months Ended September 30, 2016 and 2015

(Expressed in Canadian dollars)

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**15. FINANCIAL INSTRUMENTS** (continued)

Financial instruments measured at fair value on the condensed consolidated interim statements of financial position are summarized in levels of fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total
<b>September 30, 2016</b>				
Long-term investments	\$ 155,168	\$ -	\$ -	\$ 155,168
<b>December 31, 2015</b>				
Long-term investments	\$ 192,685	\$ -	\$ -	\$ 192,685

**16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

During the nine months ended September 30, 2016, the Company did not make any payments for interest or taxes.