

BEAR CREEK MINING CORPORATION

(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014 and 2013

EXPRESSED IN US DOLLARS



April 24, 2015

Independent Auditor's Report

To the Shareholders of Bear Creek Mining Corporation

We have audited the accompanying consolidated financial statements of Bear Creek Mining Corporation, which comprise the consolidated statements of financial position as at December 31, 2014 and December 31, 2013 and the consolidated statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and the related notes, which comprise 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.

Auditor's 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 our 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 auditor's 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.

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Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Bear Creek Mining Corporation as at December 31, 2014 and December 31, 2013 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

signed "PricewaterhouseCoopers LLP"

Chartered Accountants

Bear Creek Mining Corporation
(An Exploration Stage Company)
Consolidated Statements of Financial Position

US Dollars (000's)

	Note		December 31, 2014		December 31, 2013
ASSETS					
Current assets					
Cash and cash equivalents	7	\$	34,309	\$	46,970
Short-term investments	8		25		3,221
Receivables and prepaid expenses			648		688
			34,982		50,879
Non-current assets					
Equipment and leasehold improvements			243		294
Resource property costs	9		77,552		77,316
TOTAL ASSETS		\$	112,777	\$	128,489
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities		\$	1,223	\$	936
Current portion of other liabilities	10		251		1,234
			1,474		2,170
Non-current liabilities					
Other liabilities	10		669		1,051
Provision for site restoration			200		200
			2,343		3,421
EQUITY					
Share capital	11		265,531		264,573
Contributed surplus			29,391		28,095
Deficit			(184,488)		(167,600)
			110,434		125,068
TOTAL LIABILITIES AND EQUITY		\$	112,777	\$	128,489

Commitments (Notes 10 and 14)
Subsequent Events (Note 16)

ON BEHALF OF THE BOARD:

Signed "Catherine McLeod-Seltzer", Director

Signed "Nolan Watson", Director

The accompanying notes are an integral part of these financial statements

Bear Creek Mining Corporation
(An Exploration Stage Company)

Consolidated Statements of Loss and Comprehensive Loss

For the Years Ended December 31

US Dollars (000's, except share data)

	Note	2014	2013
Operating expenses			
Corani engineering and evaluation costs	9	\$ 7,465	\$ 9,230
Other exploration and evaluation costs	9	5,146	4,789
Share-based compensation	12	1,638	4,178
Wages and management salaries		921	1,172
Professional and advisory fees		409	466
Shareholder information and filing fees		185	379
General office expenses		216	232
Travel		117	109
Loss before other items		16,097	20,555
Other income and expense			
Foreign exchange loss		804	579
Finance income		(188)	(241)
Impairment of Carito prospect	9	175	-
Other losses		-	3
Loss and Comprehensive Loss for the Year		\$ 16,888	\$ 20,896
Loss per Share – Basic and Diluted		\$ 0.18	\$ 0.23
Weighted Average Number of Shares Outstanding		93,012,235	92,319,434

The accompanying notes are an integral part of these financial statements

Bear Creek Mining Corporation
(An Exploration Stage Company)
Consolidated Statements of Cash Flows

For the Years Ended December 31

US Dollars (000's)

	Note	2014	2013
Operating Activities			
Loss for the year		\$ (16,888)	\$ (20,896)
Adjustments for:			
Amortization		64	64
Share-based compensation		1,638	4,178
Impairment of Carito prospect	9	175	-
Interest income		(188)	(241)
Other	10	(38)	3
Unrealized foreign exchange loss		752	560
		(14,485)	(16,332)
Changes in current assets and liabilities:			
Receivables and prepaid expenses		31	(272)
Accounts payable and accrued liabilities		288	155
Cash used in operating activities		(14,166)	(16,449)
Investing Activities			
Purchase of equipment and leasehold improvements		(13)	(24)
Resource acquisition costs	9	(411)	(1,475)
Payment of Corani obligation	10	(1,253)	(267)
Short-term investments redeemed		3,160	718
Interest received		198	244
Cash provided by (used in) investing activities		1,681	(804)
Financing Activities			
Share capital issued – net		616	431
Cash provided by financing activities		616	431
Effect of exchange rate change on cash and cash equivalents		(792)	(586)
Net Decrease in Cash and Cash Equivalents		(12,661)	(17,408)
Cash and cash equivalents – Beginning of Year		46,970	64,378
Cash and Cash Equivalents – End of Year		\$ 34,309	\$ 46,970

The accompanying notes are an integral part of these financial statements

Bear Creek Mining Corporation*(An Exploration Stage Company)***Consolidated Statements of Changes in Equity***US Dollars (000's, except share data)*

	Share Capital (Number of Shares)	Share Capital (Amount)	Contributed Surplus	Deficit	Total
December 31, 2012	92,221,639	\$ 263,906	\$ 24,153	\$ (146,704)	\$ 141,355
Options exercised	365,000	431	-	-	431
Fair value of options exercised	-	236	(236)	-	-
Share-based compensation	-	-	4,178	-	4,178
Net loss for the year	-	-	-	(20,896)	(20,896)
December 31, 2013	92,586,639	\$ 264,573	\$ 28,095	\$ (167,600)	\$ 125,068
Options exercised	520,500	616	-	-	616
Fair value of options exercised	-	342	(342)	-	-
Share-based compensation	-	-	1,638	-	1,638
Net loss for the year	-	-	-	(16,888)	(16,888)
December 31, 2014	93,107,139	\$ 265,531	\$ 29,391	(184,488)	110,434

The accompanying notes are an integral part of these financial statements

Bear Creek Mining Corporation
(An Exploration Stage Company)

Notes to Consolidated Financial Statements

December 31, 2014

US Dollars

1. Nature of Business

Bear Creek Mining Corporation's ("Bear Creek" or the "Company") business is the acquisition, exploration and development of precious and base metal properties in Peru.

Bear Creek is a public company incorporated in British Columbia, Canada with shares listed on the TSX Venture Exchange. The head office, principal address and records office of the Company are located at 400 Burrard Street, Suite 1400, Vancouver, British Columbia, Canada, V6C 3A6.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs and development projects will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its exploration commitments, administrative overhead and maintain its mineral interests. The recoverability of amounts shown for resource properties is dependent on several factors. These factors include the discovery of economically recoverable reserves, the ability to complete development of these properties, and future profitable production or proceeds from disposition of mineral properties.

Ownership in mineral properties involves certain inherent risks due to the difficulties of determining and obtaining clear title to claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristics of many mineral properties. The Company has investigated ownership of its mineral properties and, to the best of its knowledge, ownership of its interests are in good standing.

2. Basis of Preparation

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The policies presented in Note 3 were consistently applied to all periods presented.

The Board of Directors approved the consolidated financial statements on April 23, 2015.

3. Summary of Significant Accounting Policies

The significant accounting policies described below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise stated.

a) Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries. The principal subsidiaries of the Company, their activities, and their geographic locations as at December 31, 2014 were as follows:

Subsidiary	Principal activity	Location	Ownership interest
BCMC Corani Holdings Ltd.	Holding company	Canada	100%
Bear Creek Resources Company Ltd.	Holding company	Canada	100%
Bear Creek Mining Inc.	Management services to the Company	USA	100%
Bear Creek (BVI) Limited	Holding company	British Virgin Islands	100%
Corani Mining Limited	Holding company	British Virgin Islands	100%
Bear Creek Mining S.A.C.	Mineral exploration	Peru	100%
Bear Creek Exploration Company Ltd. and Bear Creek Mining Company Sucursal del Peru	Mineral exploration	Peru	100%
INEDE S.A.C.	Mineral exploration	Peru	100%

Notes to Consolidated Financial Statements

December 31, 2014

US Dollars

The transactions among the entities in the consolidated group pertain to the transfer of funds and payment of third party costs. All inter-group balances have been eliminated upon consolidation.

b) Foreign Currencies

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and of all of its subsidiaries is the United States ("US") Dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates ("IAS 21"). The consolidated financial statements have been presented in US dollars.

Transactions in foreign currencies are translated to the functional currency of the entity at the exchange rate in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the period end date exchange rates. Non-monetary items which are measured using historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

c) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, term deposits and other short-term highly liquid investments with the original term to maturity of three months or less.

d) Short-term Investments

Short-term investments are investments which are transitional or current in nature, with an original term to maturity greater than three months but less than one year.

e) Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

(i) Financial assets and liabilities at fair value through profit or loss: A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Financial instruments held by the Company classified in this category include cash and cash equivalents, and short-term investments.

Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed in the statement of loss. Gains and losses arising from changes in fair value are presented in the statement of loss within other gains and losses in the period in which they arise. Financial assets and liabilities at fair value through profit or loss are classified as current except for the portion expected to be realized or paid beyond twelve months of the balance sheet date, which is classified as non-current.

(ii) Available-for-sale investments: Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories. Available-for-sale investments are initially measured at fair value with subsequent changes in fair value recognized in other comprehensive income. The Company does not hold any available-for-sale assets.

(iii) Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables comprise other receivables, and are included in current assets due to their short-term nature. Loans and receivables are initially recognized at the amount expected to be received, less, when material, a discount to reduce the loans and

Notes to Consolidated Financial Statements

December 31, 2014

US Dollars

receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

(iv) Financial liabilities at amortized cost: Financial instruments held by the Company and classified in this category include accounts payables and accrued liabilities and other liabilities. Accounts payables and accrued liabilities are initially recognized at the amount required to be paid, less, when material, a discount to reduce the payables to fair value. Subsequently, accounts payables and accrued liabilities are measured at amortized cost using the effective interest method.

The effective interest rate method calculates the amortized cost of a financial instrument and allocates interest income or loss over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts and payments over the expected life of the financial instrument.

Financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

f) **Equipment and Leasehold Improvements**

Equipment and leasehold improvements are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of an asset is derecognized when it is replaced. Repairs and maintenance costs are charged to the statement of loss during the period they are incurred.

The major categories of equipment and leasehold improvements are amortized on a straight-line basis as follows:

Exploration and office equipment	10 years
Vehicles	5 years
Leasehold improvements	5 years

The Company allocates the amount initially recognized to each asset's significant components and depreciates each component separately. Residual values, amortization methods and useful lives of the assets are reviewed periodically and adjusted on a prospective basis as required.

Gains and losses on disposals of equipment are determined by comparing the proceeds with the carrying amount of the asset and are included as part of other gains and losses in the statement of loss.

g) **Resource Property and Exploration Costs**

The Company capitalizes the direct costs of acquiring mineral property interests. Option payments are considered acquisition costs if the Company has the intention of exercising the underlying option.

Exploration, evaluation and property maintenance costs incurred on sites without an existing mine and on areas outside the boundary of a known mineral deposit which contains proven and probable reserves are expensed as incurred up to the date of establishing that property costs are economically recoverable, that the project is technically feasible and upon receipt of project development approval from the Board of Directors. The approval from the Board of Directors will be dependent upon the Company obtaining necessary permits and licenses to develop the mineral property. If no economically viable ore body is discovered, previously capitalized acquisition costs are expensed in the period that the property is determined to be uneconomical or abandoned. Value-added taxes are included in exploration and evaluation costs because the recoverability of these amounts is uncertain.

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December 31, 2014

US Dollars

h) Impairment of Non-financial Assets

The carrying amounts of non-financial assets are reviewed for impairment whenever facts and circumstances suggest that the carrying amounts may not be recoverable. If there are indicators of impairment, the recoverable amount of the asset is estimated in order to determine the extent of any impairment. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use (being the present value of the expected future cash flows of the relevant asset or CGU). An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

Non-financial assets that have been impaired in prior periods are tested for possible reversal of impairment whenever events or changes in circumstances indicate that the impairment has reversed. If the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in the prior periods. A reversal of an impairment loss is recognized in the statement of loss.

i) Provisions

(i) Decommissioning and restoration provision: Future obligations to retire an asset, including dismantling, remediation and ongoing treatment and monitoring of the site related to normal operations are initially recognized and recorded as a liability based on estimated future cash flows and where the effect is material, discounted at a pre-tax discount rate which reflects the risks specific to the liability. The decommissioning and restoration provision is adjusted at each reporting period for changes to factors including the expected amount of cash flows required to discharge the liability, the timing of such cash flows and the pre-tax discount rate which reflects the risks specific to the liability.

The liability is also accreted to full value over time through periodic charges to earnings. This unwinding of the discount is charged to financing expense in the statement of loss.

The amount of the decommissioning and restoration provision initially recognized is capitalized as part of the related asset's carrying value and amortized to earnings. The method of amortization follows that of the underlying asset. The costs related to a decommissioning and restoration provision are only capitalized to the extent that the amount meets the definition of an asset and can bring about future economic benefit.

(ii) Other provisions: Provisions are recognized when a current legal or constructive obligation exists, as a result of past events, and it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation. Where the effect is material, the provision is discounted using an appropriate pre-tax rate, risk specific to the liability.

j) Share-Based Compensation

The Company grants stock options to directors, officers, employees and other service providers. Option terms and vesting conditions are at the discretion of the Board of Directors. In general, options are granted for a term of five years with vesting of 25% on the date of grant, 25% six months from the date of grant, 25% one year from the date of grant and 25% eighteen months from the date of grant. The option exercise price is equal to the closing market price on the TSX Venture Exchange on the day preceding the date of grant.

The fair value method of accounting is used for stock-based compensation. Under this method, the cost of stock options and other equity-settled share-based payment arrangements is recorded based on the date of grant estimated fair value of each tranche using the Black-Scholes option pricing model, and charged to earnings over the vesting period. Compensation expense is recognized over the tranche's vesting period based on the number of awards expected to vest. At the end of each reporting period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the statement of loss, with a corresponding adjustment to equity.

Notes to Consolidated Financial Statements

December 31, 2014

US Dollars

Option pricing models require the input of subjective assumptions including the expected price volatility and the expected option life. Changes in these assumptions can materially affect the estimated fair value of the stock options granted.

k) **Income Taxes**

Income tax comprises current and deferred tax. Income tax is recognized in the statement of loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are presented as non-current.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current tax assets and liabilities on a net basis.

l) **Loss per Share**

Basic loss per share is computed by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of outstanding options and their equivalents are reflected in diluted earnings per share by application of the treasury stock method. Since the Company has losses, the assumed exercise of outstanding stock options has not been included in this calculation as it would be anti-dilutive.

4. Significant Accounting Estimates and Judgments

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. Significant areas where judgment and estimates are applied include the determination of an entity's functional currency, the recoverability of mineral property costs, inputs used in accounting for share-based compensation and provisions for site restoration. Actual results could differ from these estimates.

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

Notes to Consolidated Financial Statements

December 31, 2014

US Dollars

Critical accounting estimates

Significant assumptions relate to, but are not limited to, the following:

- i) *Share-based compensation:* The Company provides compensation benefits to employees, directors and officers through a stock option plan. The fair value of each option award is estimated on the date of the grant using the Black-Scholes option pricing model. Expected volatility is based on historical volatility of the Company's share price. Historical data is utilized to estimate option exercises and forfeiture behaviour with the valuation model. The risk-free rate for the expected term of the option is based on the Government of Canada yield curve in effect at the time of the grant.
- ii) *Impairment of mineral properties:* The net carrying value of each mineral property is reviewed regularly for conditions that suggest impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future.
- iii) *Other liability valuation:* The Company has agreements with local landowners and the Municipality of Corani which requires future payments by the Company. The valuation has been based on assumptions regarding the period of time over which the payments will need to be made as well as the timing of the payments.

5. Recent Accounting Pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC").

The following items have been issued and are effective for annual periods beginning on or after January 1, 2014:

- IAS 32 Financial Instruments: Presentation updates the application guidance to clarify some of the requirements for offsetting financial assets and financial liabilities on the statement of financial position. The adoption of the standard did not have an impact on the financial statements of the Company.
- IFRIC 21 Levies: This interpretation of IAS 37, 'Provisions, Contingent Liabilities and Contingent Assets', applies to the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. This interpretation had no impact on the financial statements of the Company.

Notes to Consolidated Financial Statements

December 31, 2014

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The following new standards and amendments to standards have been issued but are not effective during the year ended December 31, 2014:

- IFRS 9 Financial Instruments addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized costs, fair value through OCI and fair value through P&L. The basis of classification depends on entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the hedged ratio to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39. The Standard is effective for accounting periods beginning on or after January 1, 2018. Early adoption is permitted. The Company is currently evaluating the impact of this Standard.
 - IFRS 15 Revenue from Contracts with Customers deals with revenue recognition and establishes principles of reporting useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when the customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The Standard replaces IAS 18 Revenue, and IAS 11 Construction Contracts and related interpretations. It is effective for annual periods beginning on or after January 1, 2017 and earlier application is permitted. The Standard is not expected to have an impact on the Company in its present form.
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Bear Creek Mining Corporation
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Notes to Consolidated Financial Statements

December 31, 2014
US Dollars

6. Financial Instruments

Categories of financial instruments

	December 31, 2014 (000's)	December 31, 2013 (000's)
Financial assets		
Held for trading		
Cash and cash equivalents	\$ 34,309	\$ 46,970
Short-term investments	25	3,221
Loans and receivables		
Receivables	550	483
	\$ 34,884	\$ 50,674
Financial liabilities		
Other financial liabilities		
Accounts payable and accrued liabilities	\$ 1,223	\$ 934
Other liabilities	920	2,285
	\$ 2,143	\$ 3,219

a) Fair value

The carrying values of receivables, accounts payable and accrued liabilities, and current portion of other liabilities approximate their fair value because of the short-term nature of these instruments. The carrying values of other non-current liabilities also approximate their fair value.

b) Management of financial risk

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest risk and price risk.

i. Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Peru, Canada and the United States, and a portion of its expenses are incurred in Canadian dollars and Peruvian Soles. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar and the Peruvian Sol to the US dollar could have an effect on the Company's results of operations, financial position and cash flows. The Company has not hedged its exposure to currency fluctuations. At December 31, 2014, the Company is exposed to currency risk through the following assets and liabilities denominated in Canadian dollars and Peruvian Soles:

	December 31, 2014	
	Canadian Dollars (000's)	Peruvian Soles (000's)
Cash and cash equivalents, and short-term investments	\$ 9,690	\$ 1,603
Receivables	\$ 16	\$ 127
Accounts payable and accrued liabilities	\$ (182)	\$ (3,641)

Based on the above net exposures as at December 31, 2014, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the US dollar against the Canadian dollar would result in an increase/decrease of \$821,008 in the Company's loss for the year. A 10% depreciation or appreciation of the US dollar against the Peruvian Sol would result in a decrease/increase of \$64,211 in the Company's loss for the year.

ii. Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit risk the Company is exposed to is 100% of cash and cash equivalents, short-term investments and receivables.

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The Company's cash and cash equivalents, and short-term investments are held through large Canadian financial institutions. Short-term investments (including those presented as part of cash and cash equivalents) are composed of financial instruments issued by Canadian banks. These investments mature at various dates over the current operating period.

iii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements by taking into account anticipated cash expenditures for its exploration and other operating activities, and its holdings of cash and cash equivalents, and short-term investments. The Company will pursue equity or debt financing as required to meet its long-term commitments. There is no assurance that such financing will be available or that it will be available on favourable terms.

As at December 31, 2014, the Company's financial liabilities consist of accounts payable and accrued liabilities and the current portion of other liabilities totalling \$1,465,153, which are expected to be paid over the next twelve months, and the long-term portion of other liabilities of \$668,875, which are expected to be paid over the next seven years.

iv. Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Based on the amount of cash and cash equivalents invested as at December 31, 2014 and assuming that all other variables remain constant, a 0.5% change in the applicable interest rate would result in an increase/decrease of \$171,544 in the interest earned by the Company per annum.

7. Cash and Cash Equivalents

	December 31, 2014 (000's)	December 31, 2013 (000's)
Cash	\$ 2,777	\$ 3,067
Guaranteed investment certificate	-	5,000
Investment savings account	31,532	38,903
	\$ 34,309	\$ 46,970

8. Short-term Investments

	December 31, 2014 (000's)	December 31, 2013 (000's)
Common shares – Magellan Minerals Ltd.	\$ 1	\$ 2
Term deposits	24	3,219
	\$ 25	\$ 3,221

Term deposits included in short-term investments have maturities of greater than three months, but less than one year, and are redeemable at any time.

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9. Resource Property Costs

	Corani Project (000's)	Carito Project (000's)	Maria Jose Project (000's)	Total (000's)
Balance at December 31, 2012	\$ 75,667	\$ 175	\$ -	\$ 75,842
Land acquisition costs	1,174	-	300	1,474
Balance at December 31, 2013	\$ 76,841	\$ 175	\$ 300	\$ 77,316
Land acquisition costs	376	-	35	411
Impairment of Carito prospect	-	(175)	-	(175)
Balance at December 31, 2014	\$ 77,217	\$ -	\$ 335	\$ 77,552

a) Corani Project

The Company has a 100% interest in the project. The Corani project is located in the Department of Puno, Peru.

Corani Engineering and Evaluation Costs:	Years Ended December 31	
	2014 (000's)	2013 (000's)
Corani		
Community contributions	753	2,451
Drilling and assaying	18	23
Engineering, consulting and geophysics	1,941	1,335
Environmental	213	-
Maintenance costs	120	162
Salary and consulting	2,154	2,499
Camp, supplies and logistics	2,197	2,713
Travel	69	47
Costs for the Year	\$ 7,465	\$ 9,230

b) Carito Project

On November 5, 2012, the Company entered into an option agreement to purchase 100% of the Carito Project. The Carito Project is located in northern Peru in the Ancash Department. The Company made the initial payment of \$175,000 upon signing the agreement. Due to poor exploration results received the capitalized costs were written off during the year ended December 31, 2014.

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c) Maria Jose Project

On February 27, 2013, the Company entered into an option agreement to purchase 100% of the Maria Jose Prospect for \$4,962,406 over a four-year period. The Maria Jose Project is located in northern Peru in the Ancash Department. The Company has made option payments of \$415,601 as of December 31, 2014. The next payment, of \$266,727, is due on or before April 2015 (paid April 2015). An additional payment of \$2,605,264 must be made if the deposit shows greater than 1 million ounces of gold in resources as defined by a NI 43-101 technical report. There are no royalty provisions under the agreement.

d) Santa Ana Project

In December 2004 the Company acquired an option to earn a 100% interest in the Santa Ana silver property in south eastern Peru. The option was exercised in November 2007.

On June 25, 2011 the Company learned by publication in the Official Gazette "El Peruano" that the Peruvian Government issued Supreme Decree DS-032-2011 (the "2011 Supreme Decree") that reversed Supreme Decree DS-083-2007 issued in 2007, (the "2007 Supreme Decree") which granted the Company the right to acquire title to and operate on the mineral concessions covering the Santa Ana Project within an area 50 kilometers of the Peruvian territorial boundaries. The 2011 Supreme Decree rescinded the Company's rights to operate on the concessions without legal grounds; however, the titles to the concessions continue to be held by the Company. Although the Company believes that the annulment of the 2007 Supreme Decree represents a violation of the Company's rights, an impairment loss of \$0.9 million was recorded against the carrying amount of Santa Ana resource property costs at December 31, 2011 due to the uncertainty and unknown timing of a favourable resolution to this matter.

On July 12, 2011, the Company commenced a constitutional lawsuit in Peru, known as an "Amparo", against the Peruvian Government. The objective of the Amparo is to seek a determination that the 2011 Supreme Decree violates the Company's rights under the Peruvian Constitution and is therefore unlawful. The Company maintains that there was no basis for rescinding the 2007 Supreme Decree which had granted the Company title to and the rights to operate on the mineral concessions comprising the Santa Ana Project in full accordance with Peruvian Constitutional law. The Amparo hearing was held on June 6, 2013, and on May 12, 2014, as set forth more fully below, the Lima First Constitutional Court issued a ruling in the Company's favor holding that the Peruvian Government, among other things, had violated the Company's constitutional rights and that all rights should be returned to the Company as per the 2007 Supreme Decree. The Peruvian Government appealed that decision. In connection the international arbitration proceeding described below, as required by the the Free Trade Agreement between Canada and Peru ("Canada-Peru FTA"), the Company formally desisted from the Amparo action it had commenced against the Peruvian Government with respect to the 2011 Supreme Decree.

On September 5, 2011 the Company received notice of a civil lawsuit filed by the Peruvian Ministry of Energy and Mines (the "MEM") against the Company claiming that the titles to its Santa Ana mineral concessions were not acquired in accordance with Peruvian law (the "MEM Civil Case"). The Company has formally submitted arguments in its defense, and requested the removal of the judge selected to hear the case due to a conflict of interest. In November 2011, the request to seek removal of the judge was accepted by the court. The Company and its Peruvian legal counsel strongly maintain that the grounds of the MEM Civil Case are without merit. In October 2012, the judge ruled that the civil case was inadmissible because the government's Civil Case improperly comingled administrative and legal claims.

On February 5, 2013, the Company was informed that the judge had dismissed the MEM Civil Case. This claim had two aspects, one related to administrative acts (the State) and other linked to relations between individuals. The dismissal was based on that, together, these two aspects cannot be treated at the Civil Courts and therefore it would have to become inadmissible. The Company was also informed that the MEM appealed the judge's decision to the Peruvian Superior Court. The Peruvian Superior Court confirmed the dismissal with regards to the administrative issues, and ordered that the process regarding the issues between individuals be initiated. Regarding this decision of the Peruvian Superior Court, the Company initiated an Amparo Action, separately, against the Peruvian Superior Court for, among other things, the violation of the Company's right to due process under the Peruvian Constitution. The court refused to admit the Company's Amparo and the Company appealed this decision. In connection with the international arbitration proceeding described below, the Company has since waived this appeal in its Amparo action, and has

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formally desisted from the Amparo action it had commenced in connection with the Superior Court's decision dismissing some claims in the MEM Civil Case while permitting others to proceed

On February 6, 2014, the Company officially notified the Peruvian Government with a Notice of Intent to Submit a Claim to Arbitration ("Notice of Intent"), under the Canada-Peru FTA. In the Notice of Intent, the Company advised Peru that the dispute arises out of, among other things, the enactment by the Peruvian Government on June 25, 2011, of Supreme Decree 032 rescinding the Company's rights to operate the Santa Ana Project and which resulted in a complete stoppage of activities at Santa Ana and significant damages to the Company. Peru's actions constitute violations of the Canada-Peru FTA, Peruvian and international law.

The Notice of Intent was a necessary step in order to preserve the Company's rights to initiate arbitration should a resolution with the Peruvian Government not be reached. The filing of the Notice of Intent also initiated a six-month consultation period between the parties during which time they were to continue to attempt to amicably settle the dispute. Because no amicable settlement resulted during that six-month period, the Company initiated international arbitration proceedings against Peru in accordance with the Canada-Peru FTA.

On May 12, 2014, the Company was informed that the Lima First Constitutional Court rendered its ruling regarding the Amparo action brought by the Company against the Peruvian Government challenging the constitutionality of the Supreme Decree N° 032-2011-EM., which rescinded the Company's rights to operate on its Santa Ana mineral concessions. The decision states unequivocally and unconditionally that:

- Bear Creek's constitutional rights were violated;
- The Company's rights are unconditionally returned as stipulated under Supreme Decree N° 083-2007-EM, which originally granted the right to Bear Creek, as a foreign company, to operate the Santa Ana concessions, located within the 50 kilometer border zone of Peru;
- Bear Creek is recognized as title holder of the Santa Ana's mining concessions and therefore, is enabled to perform all the rights arising from said titles; and
- The Court reaffirms that the Santa Ana project is in the National interest of Peru.

The Peruvian Government appealed this decision. As discussed in the Company's previous MD&A, with respect to the above-referenced proceeding, as required by the Canada-Peru FTA and in order to pursue the international arbitration process described above, the Company, through local counsel, made a submission to the Peruvian court desisting from this legal proceeding on August 11, 2014. Bear Creek's voluntary dismissal was approved by the Court of Appeals on October 23, 2014, declaring the proceeding concluded.

On August 11, 2014, and after the six-month negotiation period under the Canada-Peru FTA had expired without the parties reaching an amicable resolution of the dispute despite many meetings between the Company and the Peruvian Government to that end, the Company submitted a Request for Arbitration to The International Center for Settlement of Investment Disputes ("ICSID") against the Republic of Peru pursuant to the terms of the Canada-Peru FTA. While Bear Creek remains committed to continuing discussions with the Peruvian Government to resolve and settle the dispute relating to the Santa Ana mining project, commencing the arbitration proceedings at ICSID was necessary to preserve the Company's rights under the Canada-Peru FTA.

On January 12, 2015, the Company participated to a preliminary hearing called by the ICSID arbitration tribunal, which addressed an agenda comprised of largely procedural matters. Following the preliminary hearing, the ICSID tribunal issued Procedural Order No. 1 on January 27, 2015, addressing the procedural issues discussed during the preliminary hearing. Set forth below is a summary of the tribunal's material decisions in P.O. No. 1:

- Bear Creek will submit its memorial on the merits containing a full set of its arguments, witness statements, expert witness statements and supporting documentation by May 29, 2015;
- The Government of Peru will have 130 days to prepare a counter-memorial respond to Bear Creek's memorial and introduce objections to the jurisdiction of the ICSID tribunal (if any);
- Bear Creek will have 94 days to submit its reply on the merits and counter-memorial on jurisdiction, if any;;
- The Government of Peru will have 94 days to submit its rejoinder on the merits and reply on jurisdiction, if any;

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- Bear Creek will have 45 days to submit its rejoinder on jurisdiction, if any;
- A process for non-disputing party submissions, if any, is scheduled for the period June 9, 2016 – July 21, 2016; and
- The final hearings before the ICSID arbitration tribunal will take place in Washington D.C. on September 8 - 14, 2016, with three days held in reserve in case more hearing time is needed.

As indicated continuously since the expropriation of Santa Ana in 2011, the Company remains open to negotiating a settlement and willing to re-engage in settlement discussions which ceased in August 2014. Meanwhile, the Company is vigorously preparing its case for international arbitration beginning with the submission of its memorial on the merits on May 29 2015 and is seeking full reparation for, among other things, the Peruvian Government's expropriation of Santa Ana as well as resulting damages to the Corani project.

e) La Yegua Project

The La Yegua gold-copper prospect is located in southern Peru and was acquired by staking of mineral rights in 2004. In 2010 the Company entered into an agreement with Japan Oil, Gas and Metals National Corporation ("JOGMEC") that provides for JOGMEC to earn a 51% interest in the project by funding \$3 million of qualified expenditures by December 31, 2014, which JOGMEC completed by March 31, 2014. JOGMEC has budgeted to spend \$1,370,746 in exploration expenditures from April 1, 2014 to March 31, 2015 and Bear Creek will dilute its interest to 39.85% on March 31, 2015. The Company can elect to dilute its interest to 10% at which time, its interest will revert to a 1.0% NSR.

f) Sumi Project

The Sumi gold-silver prospect is located in southern Peru and was acquired by staking the mineral concessions in 2011. The Company has a 100% interest in the project. In March 2014, Bear Creek entered into a joint venture agreement with JOGMEC to advance the project. The agreement provides for JOGMEC to earn a 51% interest through investing \$2.5 million over a three year period. After March 2017, Bear Creek can elect to maintain its 49% interest or to dilute until reaching 10%, at which time the Company's interest will revert to a 1.0% NSR.

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Other exploration and evaluation costs for the years ended December 31, 2014 and 2013 are as follows:

Exploration and Evaluation Costs:	Years Ended December 31	
	2014 (000's)	2013 (000's)
Maria Jose		
Community contributions	\$ 31	\$ 37
Geophysics	24	10
Maintenance costs	51	51
Salary and consulting	384	339
Supplies and general	669	502
	<u>1,159</u>	<u>939</u>
Santa Ana		
Community contributions	27	21
Geophysics	4	-
Maintenance costs	48	32
Professional fees	1,047	265
Salary and consulting	194	130
Supplies and general	32	59
Travel	3	-
	<u>1,355</u>	<u>507</u>
La Yegua		
Community contributions	29	38
Drilling and assaying	333	157
Geophysics	14	22
Maintenance costs	26	51
Salary and consulting	424	187
Supplies and general	353	481
Travel	6	-
Recovery of costs	(1,044)	(990)
	<u>141</u>	<u>(54)</u>
Generative		
Assaying and sampling	42	84
Community contributions	-	26
Maintenance costs	49	53
Salary and consulting	504	933
Supplies and general	59	145
Travel	119	232
	<u>773</u>	<u>1,473</u>
Other Properties	508	759
Value added tax	1,210	1,165
Costs for the Year	<u>\$ 5,146</u>	<u>\$ 4,789</u>

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10. Other Liabilities

During 2011 the Company has entered into land purchase agreements with local landowners for surface rights access to the Corani project as well as an agreement to provide the Municipality of Corani with funding for the construction of schools and other improvements to the community as determined by the Municipality of Corani. The total amount owed under the agreements was approximately \$3,533,000 of which \$920,000 remains outstanding as of December 31, 2014. All of the land purchase amounts have been capitalized as mineral properties. All community contributions have been expensed.

	(000's)
Balance as of December 31, 2012	\$ 1,803
Addition of community obligation per agreement	900
Payments	(267)
Impact of foreign exchange	(151)
Balance as of December 31, 2013	\$ 2,285
Payments	(1,253)
Adjustment to community obligation	(38)
Impact of foreign exchange	(74)
Balance as of December 31, 2014	\$ 920
Less: current portion	(251)
Long-term portion as of December 31, 2014	\$ 669

The Company's estimated future payments are as follows:

	December 31, 2014 (000's)	December 31, 2013 (000's)
Within one year	\$ 251	\$ 1,234
After one year but not more than five years	495	748
More than five years	174	303
	\$ 920	\$ 2,285

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11. Capital

Authorized share capital

Unlimited number of common shares without par value

Share Purchase Options

The Company has established a share purchase option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised no later than ten years from the date of grant or such lesser period as determined by the Company's Board of Directors. The exercise price of an option is determined by the Board of Directors, but it cannot be less than the closing price on the TSX Venture Exchange on the trading date preceding the date of grant, less the maximum discount permitted under TSX policies applicable to share purchase options. Vesting terms for each grant are also set by the Board of Directors. The option plan provides that the aggregate number of shares reserved for issuance under the plan which may be made subject to options at any time and from time to time (including those issuable upon the exercise of pre-existing options) shall not exceed 10% of the total number of issued and outstanding shares, on a non-diluted basis, as constituted on the grant date of such options. At December 31, 2014, a total of 2,114,814 options were reserved under the option plan with 7,195,900 options outstanding.

During the year ended December 31, 2014, 520,500 options with a fair value of \$341,847 were exercised for proceeds of \$615,960.

During the year ended December 31, 2013, 365,000 options with a fair value of \$235,620 were exercised for proceeds of \$431,075.

a) Movements in share options during the year

The changes in share options during the year ended December 31, 2014 and 2013 were as follows:

	December 31, 2014		December 31, 2013	
	Number of options	Weighted average exercise price (in CDN\$)	Number of options	Weighted average exercise price (in CDN\$)
Outstanding, beginning of the year	7,487,400	4.36	5,877,700	4.64
Granted	1,292,500	2.05	2,178,000	3.09
Exercised	(520,500)	1.30	(365,000)	1.24
Expired	(709,000)	4.37	(150,000)	4.95
Forfeited	(354,500)	4.61	(53,300)	3.73
Outstanding, end of the year	7,195,900	4.15	7,487,400	4.36

b) Fair value of share options granted

During the year ended December 31, 2014, the Company granted options to directors, officers, and employees to purchase up to 1,292,500 common shares of the Company at a weighted exercise price of CDN\$2.05 per share.

During the year ended December 31, 2013, the Company granted options to directors, officers and employees to purchase up to 2,178,000 common shares of the Company at a weighted average exercise price of CDN\$3.09 per share.

The options vest over a period of 18 months from the date of grant and expire five years from the date of grant.

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The fair value of the options granted was estimated on the date of grant using the Black-Scholes option pricing model, with the following weighted average assumptions:

	2014	2013
Expected dividend yield	0.00%	0.00%
Expected stock price volatility	70.59%	72.10%
Risk-free interest rate	1.36%	1.44%
Expected life of options	4.0 years	4.1 years
Forfeiture rate	1.73%	1.45%
Grant date fair value	CDN \$1.09	CDN \$1.69

c) Share options outstanding at the end of the year

A summary of the Company's options outstanding as at December 31, 2014 is as follows:

Options Outstanding	Options Exercisable	Price per Share	Remaining contractual life (years)	Expiry Date
140,000	140,000	CDN\$4.12	0.18	March 8, 2015
90,000	90,000	CDN\$8.80	0.90	November 23, 2015
75,000	75,000	CDN\$9.95	0.93	December 6, 2015
120,000	120,000	CDN\$8.30	1.09	February 1, 2016
707,000	707,000	CDN\$10.77	1.23	March 23, 2016
260,000	260,000	CDN\$4.01	1.67	September 2, 2016
75,000	75,000	CDN\$3.67	2.01	January 4, 2017
2,122,400	2,122,400	CDN\$3.73	2.07	January 23, 2017
16,000	16,000	CDN\$3.64	2.26	April 3, 2017
30,000	30,000	CDN\$2.71	2.45	June 11, 2017
330,000	330,000	CDN\$3.55	2.88	November 15, 2017
1,688,000	1,688,000	CDN\$3.25	3.10	February 6, 2018
250,000	187,500	CDN\$1.85	3.59	August 2, 2018
1,292,500	646,250	CDN\$2.05	4.15	February 21, 2019
7,195,900	6,487,150		2.60	

The weighted average exercise price of exercisable options at December 31, 2014 is CDN\$4.38.

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12. Related Party Transactions

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of the transactions between the Company and other related parties are disclosed below.

a) Services provided by related parties

Certain of the Company's officers and directors render services to the Company as sole proprietors or through companies in which they are an officer, director or partner.

	Nature of transactions
DuMoulin Black LLP	Legal fees
Estudio Grau S.C.R.L.	Legal fees
Avisar Chartered Accountants	Accounting fees

The Company incurred the following fees and expenses in the normal course of operations in connection with related parties:

	Years Ended December 31	
	2014	2013
	(000's)	(000's)
Legal fees – DuMoulin Black LL	\$ 129	\$ 158
Legal fees – Estudio Grau S.C.R.L.	66	130
Rent	11	-
Accounting fees	164	171
	\$ 370	\$ 459

Transactions with related parties for goods and services are made on commercial terms. Amounts due to related parties are unsecured, non-interest bearing and due on demand. Accounts payable at December 31, 2014 included \$38,308 (December 31, 2013 - \$19,879) which were due to individuals or companies whose officers, directors or partners were also officers or directors of the Company.

b) Compensation of key management personnel

The remuneration of the directors, president and chief executive officer, and the chief operating officer (collectively, the key management personnel) for the years ended December 31, 2014 and 2013 were as follows:

		Years Ended December 31	
	Note	2014	2013
		(000's)	(000's)
Salaries and directors' fees	(i)	\$ 818	\$ 673
Share-based compensation	(ii)	1,441	3,714
		\$ 2,259	\$ 4,387

- (i) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the years ended December 31, 2014 and 2013.
- (ii) Share-based compensation represents the non-cash expense for the years ended December 31, 2014 and 2013, translated at the grant date foreign exchange rate.

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13. Segmented Information

The Company's business consists of a single reportable segment being mineral exploration and development. Details on a geographic basis are as follows:

	December 31, 2014 (000's)	December 31, 2013 (000's)
Total Assets		
Peru	\$ 79,422	\$ 79,743
Canada	33,340	48,732
United States	15	14
	\$ 112,777	\$ 128,489

	December 31, 2014 (000's)	December 31, 2013 (000's)
Net Loss (Income)		
Peru	\$ 12,644	\$ 13,909
Canada	4,266	7,022
United States	(21)	(35)
	\$ 16,889	\$ 20,896

14. Commitments

On April 8, 2013 the Company entered into a *Framework Agreement for the Sustainable Use of Natural Resources in the Mining Project Corani* with the Corani District Municipality and the five communities contained within the District Municipality: Chacaconiza, Quelcaya, Isivilla, Corani-Aconsaya and Aymaña. Under the agreement, annual payments of S/. 4 million (approximately \$1.6 million) over the 23 year project life are to be made into a trust designed to fund community projects. The first two payments of S/. 1.332 million each were dependent on the Company obtaining the Environmental and Social Impact Assessment approval which was received in September 2013. As of December 31, 2014, these initial two payments totalling S/. 2.664 million or approximately \$1 million had been made. The remaining payment of S/. 1.336 million and the ongoing payments of S/. 4 million per year are dependent on receiving the permit for the construction of the processing facilities and the mining installations.

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15. Income Taxes

Income tax expense differs from the amount that would result from applying the Canadian federal and provincial income tax rates to earnings before income taxes. These differences result from the following items:

	Year ended December 31, 2014 (000's)	Year ended December 31, 2013 (000's)
Loss before income taxes	\$ (16,888)	\$ (20,896)
Canadian federal and provincial income tax rates	26.0%	25.5%
Income tax recovery based on the above rates	(4,391)	(5,328)
Non-deductible expenses	448	367
Effect of change in Canadian and foreign tax rates	(511)	(739)
Tax losses expired during the year	151	468
Impact of deferred tax assets not recognized	1,791	2,453
Foreign exchange and other	2,512	2,779
Total income tax expense	\$ -	\$ -

The Canadian federal and provincial statutory income tax rate increased to 26.0% due to legislated changes.

The components of the Company's deferred income taxes are as follows:

	December 31, 2014 (000's)	December 31, 2013 (000's)
Deferred income tax assets:		
Non-capital losses	\$ 7,409	\$ 7,949
Share issue costs and other	3,845	4,492
Property plant and equipment	353	348
Resource properties costs	23,289	20,316
Total deferred tax assets	\$ 34,896	\$ 33,105
Deferred income tax liabilities	Nil	Nil

In assessing the recoverability of deferred tax assets other than deferred tax assets resulting from the initial recognition of assets and liabilities that do not affect accounting or taxable profit, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company has not recognized deferred income tax assets for any temporary differences as their utilization is not considered probable at this time.

Deductible temporary differences, unused tax losses and unused tax credits:

	December 31, 2014 (000's)	December 31, 2013 (000's)	Expiry date range
Non-capital losses	27,816	29,941	See below
Share issue costs and other	12,848	18,314	Not applicable
Property plant and equipment	1,174	1,165	Not applicable
Resource properties	77,753	67,854	Not applicable

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At December 31, 2014, the Company has non-capital losses available for carry forward of \$27,815,808 which may be applied to reduce future year's taxable income. The loss carry-forwards are in respect of Canadian and Peruvian operations and expire as follows:

	Canada (CAD – 000's)	Peru (Soles – 000's)
2015	725	-
2026	553	-
2027	2,581	-
2028	1,871	-
2029	2,446	-
2030	4,146	-
2031	2,912	-
2032	7,395	-
2033	4,162	-
2034	278	-
Indefinite	-	13,339
	<u>27,069</u>	<u>13,339</u>

16. Subsequent Events

On February 23, 2015, the Company granted 1,170,000 incentive stock options to certain directors, officers, and employees. The options are exercisable at CDN\$1.41 per common share for a period of five years from the date of grant.