GoGold Resources Inc.
Form 51-102F1

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE TWELVE MONTH PERIOD ENDED SEPTEMBER 30, 2011

Background

This discussion and analysis of financial position and results of operation is prepared as at January 30, 2012 and should be read in conjunction with the audited financial statements for the years ended September 30, 2011 and 2010 for GoGold Resources Inc. (the "Corporation" or "Corporation"). Those financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP").

Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Corporation's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include the intention to complete an acquisition or a financing. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this document. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of the Corporation to obtain necessary financing; satisfy conditions under any acquisition agreement; consumer interest in the Corporation's services and products; competition; and anticipated and unanticipated costs. While the Corporation anticipates that subsequent events and developments may cause its views to change, the Corporation specifically disclaims any obligation to update these forward-looking statements. These forward-looking statements should not be relied upon as representing the Corporation's views as of any date subsequent to the date of this document. Although the Corporation has attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Corporation. Additional factors are noted under "Risk Factors" in the Corporation's initial public offering prospectus dated January 20, 2010 and filing statement dated July 9, 2010, a copy of which may be obtained on the SEDAR website at www.sedar.com.

Overall Performance

The Corporation was incorporated under the *Canada Business Corporations Act* (the "CBCA") on January 18, 2008. The head office and the registered office of the Corporation are located at 2000 Barrington Street, Suite 1301, Cogswell Tower, Halifax, Nova Scotia, B3J 3K1. On January 22, 2010, the Corporation received final receipts for a prospectus dated January 20, 2010 and became a reporting issuer in the Provinces of British Columbia, Alberta, Nova Scotia and Ontario. The Corporation completed its initial public offering (the "Offering") to raise gross proceeds of $500,000 on February 8, 2010 and had its common shares listed for trading on the TSX Venture Exchange ("TSXV") as a capital pool Corporation on February 12, 2010, under the symbol GGD.P.

On July 26, 2010, the Corporation completed the arm's length acquisition of the Rambler property in Newfoundland, Canada (the "Qualifying Transaction"). The property is located about nine kilometers southwest of the town of Baie Verte on the Baie Verte peninsula on NTS map sheet 12H/16 consisting of one exploration license 9060M, which consists of 85 contiguous claims covering approximately 21.25 square kilometers. The property was purchased by paying $130,000 and issuing 250,000 common shares of the Corporation to the vendor. The vendor retains a net smelter royalty of 2 per cent. The Corporation may at any time purchase one-half of the net smelter royalty for $1-million.

The Qualifying Transaction included the completion of a non-brokered private placement of flow-through common shares for gross proceeds of $500,000 at a price of $0.30 per flow-through common share. Directors and officers of the Corporation subscribed for $100,000 of the financing. The flow-through common shares entitle the holders to benefits allowed by the Income Tax Act.

On July 30, 2010, following the receipt of all necessary regulatory approvals, the common shares of the Corporation commenced trading on the TSX Venture Exchange under the symbol GGD as a Tier 2 mining exploration Corporation.

On December 10, 2010, the Corporation announced that it had closed a non-brokered private placement financing for gross proceeds of $6,000,000 comprised of the sale of 24,000,000 common shares at a price of $0.25 per common share (the "Private Placement Financing"). OakRun Precious Metals Fund, Ltd. subscribed for 20,000,000 common shares of the Private Placement Financing resulting in approximately a 49% ownership interest in the Corporation. GoGold obtained shareholder approval for the Private Placement Financing. Also in connection with the Private Placement Financing a finder's fee in the form of an option to purchase 1,000,000 common shares of GoGold at $0.25 per common share for 24 months was paid. The proceeds from the private placement will be used for corporate overhead and as a reserve for asset acquisition investigations, acquisitions and mineral exploration.

On April 13, 2011, the Corporation acquired all of the issued and outstanding shares of Mexican Gold Holdings Corporation Incorporated ("MHC"), a Canadian Corporation (the "MHC Transaction"). MHC and MHC's wholly owned Canadian subsidiary, North American Gold Holdings Corporation Incorporated ("NAHC"), together own 100% of Minera Dorango Dorado S.A. DE C.V., a Mexican Corporation, ("MDD"). MDD is a party to agreements to earn a 100-per-cent interest in five (5) gold and silver properties consisting of a number of Mexican mining concession titles (the "MDD Claims") in Durango, Mexico (the "MDD Agreements").

The terms of the MDD Agreements provide MDD with an option to acquire a 100% interest in the MDD Claims in exchange for the following:

i. a first year payment of US$140,000 (which has been paid);
ii. a total work commitment for all MDD Claims for the first three years of US$900,000 and a total work commitment for years four through eight for all MDD Claims of US$2,650,000; and,
iii. prepayment of future royalties of US$130,000 per annum starting in year three and ending in year eight. The future royalties will be based on a payment of up to US$4.00 per ounce of gold equivalent NI 43-101 compliant mineable reserves ("Reserves"). Any royalty prepayments will be applied against the final royalty payment due. After year eight of the MDD Agreements, MDD has agreed to pay the current optioners of the MDD Claims a royalty of up to US$4.00 per ounce of any additional increase in Reserves after the end of year eight.
iv. MDD may exercise the option to acquire the MDD Claims at any time by paying the total minimum advance royalty or at the end of the eight year period provided all payments above have been made.

In accounting for the MHC Transaction, MHC was not considered a business for accounting purposes as outlined in EIC Abstract 124. The transaction was considered to be an asset acquisition.

The Corporation issued 14,000,000 common shares to the shareholders of MHC and paid cash consideration of $1,100,000. The last closing price of the common shares of the Corporation prior to the closing of the transaction was $0.78 per share. The resulting amount of $10,920,000 pursuant to the share issuance has been included in share capital and acquisition cost for the MDD Claims (also called the "San Diego Project"). The cash payment has been included in the acquisition cost of the project.

As part of the MHC Transaction, the Corporation advanced MHC a total of $195,195 prior to the closing of the transaction. The advance was non-interest bearing and was payable on demand. The Corporation also expended a total of $241,108 during the year ended September 30, 2011 for the purposes of evaluating the MHC Transaction, the MDD Claims and the MDD Agreements. These expenditures have been classified as part of the acquisition cost of the project.

On June 14, 2011, the Corporation announced it had closed an option agreement to acquire additional claims adjacent to the MDD Claims. The terms of the option agreement with the arms-length optioners provide that the Corporation may acquire a 100% interest in these additional claims in exchange for the following:

i. a total payment of US$80,000 (which has been paid).
ii. prepayment of future royalties of US$40,000 per annum starting in year three and ending in year eight. The future royalties will be based on a payment of up to US$4.00 per ounce of gold equivalent NI 43-101 compliant mineable reserves ("Reserves"). Any royalty prepayments will be applied against the final royalty payment due. After year eight of the MDD Agreements, MDD has agreed to pay the optioners of the Claims a royalty of up to US$4.00 per ounce of any additional increase in Reserves after the end of year eight; and,
iii. MDD may exercise the option to acquire the Claims at any time by paying the total minimum advance royalty or at the end of the eight year period provided all payments above have been made.

In addition, the Corporation acquired additional claims adjacent to the existing project through staking.

The payments made for these additional transactions totalled $23,995.

The following table summarizes the minimum future financial commitments (in US$) to keep the MDD Agreements in good standing:

	Fiscal year 2012	2013	2014	2015	2016	2017	2018	2019
Work commitments	300,000	300,000	300,000	450,000	450,000	450,000	650,000	650,000
Minimum advance royalty	-		170,000	170,000	170,000	170,000	170,000	170,000
Total	$ 300,000	300,000	470,000	620,000	620,000	620,000	820,000	820,000

Note: Excess work commitment expenditures in any given year can be applied against future commitments

Selected Annual Information (in dollars)

Fiscal Periods ended September 30	2011	2010	2009
Revenues	-	-	-
Net Loss	772,779	321,499	8,054
Basic and diluted net loss per share	0.02	0.02	0.00
Total assets	22,439,005	1,231,713	472,719
Total long-term liabilities	4,406,086	-	-
Cash dividends per common share	N/A	N/A	N/A

This financial data has been prepared in accordance with Canadian generally accepted accounting principles, and all figures are stated in Canadian dollars.

The Corporation has recorded losses in both fiscal 2011 and 2010 and expects to continue to incur losses for the foreseeable future. For both years 2008 and 2009, the Corporation was in the process of being formed and preparing its prospectus so limited expenses were incurred and no exploration activities took place. The Corporation was listed as a CPC Corporation in 2010 and completed its Qualifying Transaction by acquiring the Rambler project in Newfoundland in that same year. In April of 2011, the Corporation acquired the San Diego project. As a result, the Corporation has increased its expenditures significantly as it explores the San Diego and Rambler properties and incurs associated executive and support costs.

Results of Operations

The Corporation has now completed its intended Phase I programme on the Rambler project and is awaiting assays while preparing both assessment and National Instrument 43-101 reports incorporating the work. The Corporation is also carrying out exploration on the San Diego property which to date has focused on drilling the Breccia Hill area (San Diego North); sampling, trenching and mapping the Chispa De Oro area (San Diego East); and, mapping and sampling other areas of the 70,987 hectare property.

During the years ended September 30, 2011 and 2010, the Corporation earned no revenue. During the year ended September 30, 2011, the Corporation incurred professional fees of $237,285. The comparative figure for the prior year was $107,599. During the year ended September 30, 2011, general and administrative expenses amounted to $476,214 and in the comparable year the figure was $45,856. The Corporation also incurred regulatory expenses of $30,285 and insurance costs of $27,870 during the year ended September 30, 2011. The corresponding expenses for the year ended 2010 were $21,610 and $7,054. The Corporation also expended marketing and public relations costs of $207,288 and depreciation of $4,647 during the year ended September 30, 2011. The corresponding costs in the year ended September 30, 2010 were $nil. The increase in the above expense categories is due to an increased level of exploration and supporting business activity now that work has commenced on both the Rambler and San Diego projects.

The Corporation also incurred stock based compensation expenses of $301,619 for the year ended September 30, 2011 (2009 - $139,380) and incurred an exchange rate loss of $24,714 (2010 - $nil). As a result of renunciating $500,000 of flow-through expenses to investors during the year ended September 30, 2011, the Corporation recognized an income tax recovery of $175,000 (2010 - $nil) and a corresponding decrease in share capital.

These expenses resulted in a net loss prior to income tax recovery for the year ended September 30, 2011 of $947,799 (2010 - $321,499). After recording the income tax recovery, the resulting net income after income tax recovery for the year ended September 30, 2011 was $772,799 (2010 - $321,499).

Exploration Activities

The following table summarizes the exploration and acquisition costs incurred for the year ended September 30, 2011 on both projects:

	Rambler Project Amount ($)	San Diego Project Amount ($)	Total Amount ($)
Property acquisition costs:			
Balance September 30, 2010	199,960	-	199,960
Additions October 1, 2010 to September 30, 2011:	-	17,326,716	17,326,716
Balance September 30, 2011	199,960	17,326,716	17,526,676
Deferred property exploration costs:			
Balance September 30, 2010	33,625	-	33,625
Additions October 1, 2010 to September 30, 2011:			
Assays	30,428	203,750	234,178
Survey and geophysics	-	28,236	28,236
Drilling and site work	182,831	201,173	384,004
Geological and consulting	125,097	569,983	695,080
On site accommodation	9,675	26,368	36,043
Equipment rental and fuel	8,670	49,285	57,955
Technical and professional	21,898	63,849	85,747
Trenching and field work	12,711	79,223	91,934
Management and administration	12,680	346,868	359,548
Total additions	403,990	1,568,736	1,972,726
Balance deferred exploration costs September 30, 2011	437,615	1,568,736	2,006,351
Total	637,575	18,895,452	19,533,027

San Diego Project

Exploration work on the San Diego project has focused on drilling the Breccia Hill Open Pit Target and sampling and mapping the Chispa De Oro target in preparation for drilling.

On October 25, 2011 and January 17, 2012, the Corporation released drill results from the Breccia Hill Open Pit Target (San Diego North) at its San Diego Project in Durango, Mexico. The first eleven holes of the planned 11,000 metre program intersected gold and silver mineralization over significant widths in a breccia that when drilled was discovered to be in a larger polymetallic stockwork zone. Highlights of assay results returned from the gold/silver breccia zone (true widths) include Hole GG11 with 84 metres of 2.43 g/t gold equivalent ("AuEq"); Hole GG9 with 70 metres of 1.47 g/t AuEq; Hole GG5 with 95 metres of 1.48 g/t AuEq; Hole GG2 with 100 metres of 0.92 g/t gold AuEq, including 45 metres of 1.61 g/t AuEq; and, Hole GG1 with 54 metres of 1.05 g/t AuEq.

Of the holes drilled to date, Hole GG2 produced the deepest intercept through the gold/silver breccia zone. GG2 indicates that gold and silver mineralization can be traced vertically 350 metres below Trench #L-001 which returned 59 metres of 0.81 g/t AuEq at the top of Breccia Hill (please see the Corporation's May 9, 2011 Press Release for trench results).

All holes drilled to date intersected significant mineralization (between 20 metres and 447.9 metres of intercept length) of low grade copper and molybdenum within a large stockwork zone in the footwall of Breccia Hill. Drilling was terminated in the stockwork while still in mineralization, thus the true extent of the mineralized zone is unknown. Within the stockwork zone, assays returned higher grade areas which included 20 metre intercept of 0.4% copper in hole GG1 and 199.5 metre intercept of 0.026% molybdenum in hole GG2. Given the discovery of this stockwork footwall zone and the wide zones of copper/molybdenum, the Corporation has interpreted that the mineralized system at Breccia Hill is much larger than first thought and may be part of a porphyry system that may be below or adjacent to the Breccia Hill area. Polymetallic assays are pending for holes 5 through 11 and will be released when received and if significant.

On August 10, 2011 the Corporation announced that mapping and sampling by its geological team at the Chispa De Oro target which is located 13 kilometre southeast of the Breccia Hill Open Pit Target area discovered wide spread gold and silver mineralization within a 2500 metre long x 750 metre wide altered Andesite zone. A total area of 1000 metres x 750 metres has been mapped and 1,380 samples have been assayed to date and mapping and sampling continues on the remaining alteration zone. The 1,380 samples returned a weighted average of 0.40 g/t gold equivalent (0.205 g/t Gold, 9.20 g/t silver with silver/gold ratio of 46:1). The samples were taken in two meter intervals and are continuous trenches where the terrain allowed.

Within the disseminated gold and silver mineralization, a number of structures have been identified. One of these structures contained a small old working that when sampled returned 24 metres of 9.72 g/t gold equivalent (7.62 g/t gold, 96.48 g/t silver) along the strike of the structure. The true width of the structure is 2.0 metres and one of the samples returned 65.20 g/t gold equivalent at 2.0 metres true width (57.16 g/t gold and 369.97 g/t silver).

The full size and potential of Chispa De Oro's mineralized area is currently being interpreted by the geological team and further updates will follow shortly as mapping and sampling continues. Should a significant portion be mineralized, San Diego East (Chispa De Oro) has the potential to represent another large bulk tonnage target within the San Diego Project.

San Diego Project Future Plans

The Corporation currently plans to systematically drill off the Breccia Hill target. The Corporation also expects to commence a two to three thousand metre drill program on the Chispa De Oro target in January of 2012. Our geological team believes that the Chispa De Oro alteration zone is a high sulphidation system based on rock mineralogy and field observations. With significant results of gold and silver on surface and the belief that this is a high sulphidation system, Chispa De Oro has become a higher priority target for drilling. Further work and diamond drilling on other selected targets are also planned for the upcoming months. Our goal is to demonstrate the potential of this large unexplored region.

Rambler Project

The Corporation released a press release on November 7, 2011 in which it stated that confirmation sampling from previous drilling at the Main Mine deposit located at GoGold's Rambler Property in Newfoundland, Canada was complete. The work provided significant results including historic holes MZ88-23 with 11.0 g/t gold over 14.78 metres, MZ88-24 with 1.6 g/t gold over 74.95 metres including 10.1 g/t over 8.38 metres and hole MZ89-27 2.3 g/t gold over 34.82 metres including 6.2 g/t gold over 9.11 metres. These and other results suggest the potential for an underground bulk tonnage target. The gold zone starts at surface and extends to a known depth of 570 metres along the foot wall of the Main Mine deposit. In addition four of the five holes GoGold drilled targeted the down dip extension of this gold zone and the previously mined massive sulphide zone. All four holes hit the zone extending it approximately 450 metres past the old workings. Assays are pending and should be received shortly. The Ming Mine to the north has traced similar mineralization down to a depth of 1100 metres in a similarly mineralized horizon in the same stratigraphic setting as the Main Mine deposit. The Corporation is awaiting assays from five holes from the 2011 drilling of IP geophysical anomalies along the periphery of the Main Mine deposit. The Corporation was informed on October 4, 2011 and has disclosed that it has been awarded a $100,000 grant from the Government of Newfoundland pursuant to the Junior Corporation Exploration Assistance Program (JCEAP).

GoGold's diamond drilling in 2011 targeted IP geophysical anomalies along the periphery of the deposit and has successfully extended the Main Mine target zone 460 metres down plunge beyond the existing mine workings. Significant widths of what is interpreted to be the Main Mine target zone were intercepted in four of five holes targeting IP Anomalies along the periphery of the deposit including:

DDH 11-001: 310 metres to 415.1 metres = 104.6 metres of Main Mine target zone
DDH 11-002: 325.9 metres to 453.6 metres = 127.76 metres of Main Mine target zone
DDH 11-004: 358.7 metres to 490.2 = 102.5 metres of Main Mine target zone
DDH 11-005: 498.7 metres to 542.3 = 43.6 metres of Main Mine target zone

Rambler Project Future Plans
Once the Corporation receives the outstanding assays referred to above as well as the assessment and an updated NI 43-101 report, management will determine next steps with regard to the Rambler project.

Summary of Quarterly Results (in dollars)

	Revenue	Expenses	Net Loss	Working Capital	Total Assets	Shareholder Equity	Loss per Share
September 30, 2011	**0**	**162,089**	**162,089**	**2,136,460**	**22,439,005**	**17,774,296**	**.00**
June 30, 2011	**0**	**340,730**	**340,730**	**4,298,585**	**17,764,306**	**17,685,625**	**.01**
March 31, 2011	**0**	**208,211**	**208,211**	**6,591,813**	**7,210,452**	**7,096,442**	**.00**
December 31, 2010	**0**	**236,769**	**236,769**	**6,757,365**	**7,049,964**	**7,017,190**	**.01**
September 30, 2010	**0**	**111,272**	**111,272**	**945,206**	**1,231,714**	**1,186,228**	**.01**
June 30, 2010	**0**	**77,605**	**77,605**	**724,807**	**802,981**	**749,807**	**.01**
March 31, 2010	**0**	**123,992**	**123,992**	**802,412**	**833,558**	**827,412**	**.01**
December 31, 2009	**0**	**8,630**	**8,630**	**454,380**	**468,860**	**454,380**	**.00**

Liquidity and Capital Resources

At September 30, 2011, the Corporation had cash and short-term deposits of $1,596,623 (2010 - $668,320). In addition, the Corporation has investments consisting of short-term investments in the amount of $277,617 (2010 - $275,550) that are held at Schedule “A” Canadian banks and are cashable at any time.

At September 30, 2011, the Corporation had working capital of $2,136,460 (2010 - $945,206). Management expects this amount of working capital to be sufficient for the Corporation to meet its current ongoing level of operations until the second quarter of fiscal 2012. For exploration work in Mexico to continue at its current pace, additional capital will be required. The ability of the Corporation to raise the necessary funds cannot be guaranteed. However, the Corporation was successful in completing a non-brokered private placement financing on December 23, 2011, for gross proceeds of $4,500,000, which comprised the sale of 3,600,000 common shares at a price of $1.25 per share (see additional detail below). The proceeds from the financing will be used primarily to advance exploration on the San Diego project.

In addition to the commitments pertaining to the San Diego project as described above, the Corporation has a commitment in respect of its operating lease on its premises in Halifax which expires August 31, 2013. In Durango, Mexico, the Corporation’s subsidiary has entered into a lease for office space which terminates January 31, 2012. As of September 30, 2011, these commitments require total payments, including estimated common expenses, of $44,503 (2010 - $61,188) of which $24,938 is payable during the next fiscal year ending September 30, 2012 and $19,565 for the fiscal year ending September 30, 2013.

Off-Balance Sheet Arrangements

At the date of this document, the Corporation had no material off-balance sheet arrangements.

Transactions with Related Parties

During the year ended September 30, 2011, legal services were provided by an officer of the Corporation at a cost of $156,030 (2010 - $94,817). Included in general and administrative expense during the year ended September 30, 2011 are insurance premiums amounting to $27,870 (2010 - $22,588) paid to a Corporation owned by a director of the Corporation. The transactions were in the normal course of operations and were measured at the exchange amounts, which are the amounts agreed to by the related parties.

Fourth Quarter

Results for the fourth quarter were significantly impacted by drilling programs occurring simultaneously on the Rambler and San Diego projects. Planned exploration on the Rambler project has been completed and the Corporation awaits reports and assays from the programme. Next steps will be decided over the next two quarters. It is anticipated that exploration on the San Diego project will continue at the current level and possibly increase depending on results received.

Critical Accounting Estimates and Significant Accounting Policies

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Critical accounting estimates used in the preparation of the consolidated financial statements include the Corporation’s estimate of recoverable value of its mineral properties and related deferred expenditures, non-cash stock-based compensation and future income tax assets and liabilities.

The Corporation’s recoverability of the recorded value of its resource properties and associated deferred expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Corporation operates in an industry that is subject to a number of risk factors, including legal and political risks, the existence of economically recoverable reserves, and the ability of the Corporation to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof.

The factors affecting non-cash stock-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise of options is out of the Corporation’s control and will depend on a variety of factors including the market value of the Corporation’s shares and the financial objectives of the stock-based instrument holders.

Future income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values. Future income tax assets also result from unused losses carried forward and other deductions. The valuation of future income tax assets is adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount.

A detailed summary of the Corporation’s significant accounting policies is included in the September 30, 2011 audited annual financial statements.

Changes in Accounting Policies including Initial Adoption

In January 2006, the Canadian Accounting Standards Board (AcSB”) adopted a strategic plan, which includes the decision to move financial reporting for Canadian publicly accountable enterprises to a single set of globally accepted high quality standards, namely, International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board. In February 2008, the AcSB announced that 2011 is the changeover date for publicly listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Accordingly, the Corporation will be required to adopt IFRS on October 1, 2011. The transition will require the restatement for comparative purposes of amounts reported by the Corporation for the year ended September 30, 2011. The Corporation will implement these standards in the first quarter of fiscal year 2012.

The Corporation’s approach to the conversion to IFRS includes three phases.

Phase One: an initial general diagnostic of its accounting policies and Canadian GAAP relevant to its financial reporting requirements to determine the key differences and options with respect to acceptable accounting standards under IFRS.

Phase Two: an in depth analysis of the impact of those areas identified under phase one.

Phase Three: the implementation of the conversion process, through the preparation of the opening balance sheet as at October 1, 2011. This phase is currently underway and is targeted to be complete by the end February 2012.

At this point, the Corporation’s IT accounting and financial reporting systems are not expected to be significantly impacted. Further, the Corporation has in place internal and disclosure control procedures to ensure continued effectiveness during this transition period.

Based on the review undertaken under Phase One and the work completed to date under Phase Two, the Corporation believes that IFRS will have limited impact on its current financial position. At the same time, IFRS will likely require more extensive disclosure and analysis of balances and transactions in the notes to the financial statements. The specific accounting areas the Corporation has focused its analysis on are outlined below together with the more salient issues under each area.

Key Area	**Canadian GAAP (as currently applied)**	**IFRS**	**Analysis and Preliminary Conclusions**
Capital Assets	Capital assets are recorded at historical cost.	Capital assets can be recorded using the cost (on transition to IFRS, the then fair value can be deemed to be the cost) or revaluation models.	Capital assets will continue to be recorded at their historical costs due to the complexity and resources required to determine fair values on an annual basis.
	Depreciation is based on their useful lives after due estimation of their residual values.	Depreciation must be based on the useful lives of each significant component within capital assets.	Based on an analysis of capital assets' significant components and their useful lives, it is unlikely that changes to their useful lives and, therefore, depreciation rates and expenses, will be required.
Resource Properties	Exploration, evaluation and development costs are capitalized when incurred and depreciation after commercial production using the units of production method.	IFRS currently allows exploration and evaluation costs to be either capitalized or expensed.	The existing accounting policy will be maintained.
Asset Retirement Obligations	Canadian GAAP limits the definition of ARO's to legal obligations.	IFRS defines ARO's as legal or constructive obligations.	The broadening of this definition is unlikely to cause a significant change in estimates.
Impairment of Long Lived Assets	Impairment tests of its long term assets are considered annually based on indications of impairment.	Impairment tests of "cash generating units" are considered annually in the presence of indications of impairment.	Assets will continue to be grouped under the Corporation's various mining operations.
	Impairment tests are generally done on the basis of undiscounted future cash flows.	Impairment tests are generally carried out using the discounted future cash flow.	Impairment tests using discounted values could generate a greater likelihood of write downs in the future.
	Write-downs to net realizable values under an impairment test are permanent changes in the carrying value of assets.	Write downs to net realizable values under an impairment test can be reversed if the conditions of impairment cease to exist.	Potential significant volatility in earnings could arise as a result of the difference in the treatment of write-downs.
Stock-Based Compensation	Stock-based compensation is determined using fair value models (e.g. Black-Scholes) for equity-settled awards and the intrinsic model for cash settled awards.	Stock-based compensation is determined using fair value models for all awards. However, upon settlement, cash-settled awards are adjusted to the value actually realized (intrinsic model).	The determination of the value of some stock-based compensation will change and is likely to be more volatile under IFRS until options are vested or exercised. IFRS requires the use of graded vesting and certain consultants may be classified as employees, which can change the nature and timing of expense

			recognition.
Flow through shares	A future income tax liability is recognized, and the shareholder's equity reduced, on the date that the company files the renouncement documents with the tax authorities to renounce the tax credits associated with the expenditures, provided there is reasonable assurance that the expenditures will be made.	At the time the share issuance, the proceeds are allocated between share capital and the obligation to deliver the tax deduction to the holders of the flow through shares. The date of recognition differs whether the renunciation is under the general method or the look-back method.	This will give rise to differences in future tax expense and share capital on floe through share issuances.
Income Taxes	There is no exemption from recognizing deferred income tax for the initial recognition of an asset or liability in a transaction that is not a business combination. The carrying amount of the asset or liability acquired is adjusted for the amount of the deferred income tax recognized.	Deferred income tax is not recognized if it arises from the initial recognition of an asset or liability in a transaction that is not a business combination, and at the time of the transaction affects neither accounting profit nor taxable profit.	The future income tax liability arising on the acquisition of MDD is not recognized under IFRS.
	All deferred income tax assets are recognized to the extent that it is "more likely than not" that the deferred income tax assets will be realized.	A deferred tax asset is recognized if it is "probable" that it will be realized.	"Probable" in this context is not defined and does not necessarily mean "more likely than not". The Corporation is in the final stages of quantifying the impact of this difference.

The above comments should not be considered as a complete list of changes that will result from the transition to IFRS as the Corporation's analysis is still in progress and no final determinations have been made where choices of accounting policies are available. In addition, the accounting bodies responsible for issuing Canadian and IFRS accounting standards have significant ongoing projects that could impact the Corporation's financial statements as at October 1, 2011 and in subsequent years, including projects regarding income taxes, financial instruments and joint venture accounting. In addition, there is an extractive industries project currently underway that will lead to more definitive guidance on the accounting for exploration and evaluation expenditures, but this is still in the discussion paper stage and may not be completed for some time. The Corporation is continuing to monitor the development of these projects and will assess their impact in the course of its transition process to IFRS.

Financial Instruments and Other Risks

The Corporation's financial instruments consist of cash, short-term deposits, deposits, accounts payable and accrued liabilities. Management does not believe the financial instruments held by the Corporation expose it to any significant interest, currency or credit risks. The fair market value of these financial instruments approximates their carrying values, unless otherwise noted.

Development and exploration of resource properties involves risks, many of which are outside the Corporation's control. At this stage in the Corporation's development it relies on equity financing for the funds to explore its property and potentially develop any resource that may be found.

Future financing could be affected by many factors outside the Corporation’s control such as market or commodity price changes and general economic conditions. The Corporation does not have sufficient funds from its current financial resources to put any resource in commercial production. There is no assurance such financing will be available to the Corporation when required, or that it will be available on acceptable terms.

Additional detail on risks and uncertainties is discussed in the prospectus dated January 20, 2010 and the filing statement dated July 9, 2010. Both documents can be found on SEDAR.

Outstanding Share Data

As at September 30, 2011, the Corporation had a total of 55,966,665 common shares issued and outstanding with a recorded value of $18,327,317.

On December 10, 2010, the Corporation announced that it had closed a non-brokered private placement financing for gross proceeds of $6,000,000 comprised of the sale of 24,000,000 common shares at a price of $0.25 per common share.

On December 21, 2010, the Corporation granted options to acquire 800,000 common shares of the Corporation at a price of $0.30 per share to a consultant. The options had an expiry date of December 21, 2012 and vested immediately. All of these options were exercised on February 3, 2011 for cash proceeds of $240,000.

On April 13, 2011, the Corporation announced it had closed the MHC Transaction described above. The Corporation issued 14,000,000 common shares to the shareholders of MHC.

On February 12, 2010, the Corporation granted 1,450,000 incentive stock options to directors, officers, advisors which vested immediately and reserved 50,000 options for charitable organizations. On July 15, 2011, 250,000 of these options were exercised by a former officer of the Corporation for cash proceeds of $25,000.

In connection with the Private Placement Financing a finder’s fee in the form of an option to purchase 1,000,000 common shares of the Corporation at $0.25 per common share for two years from the date of closing has been paid. Subsequent to year end, the 1,000,000 finder’s options were exercised on October 21, 2011 for cash proceeds of $250,000.

Pursuant to the completion of the Corporation’s initial public offering, the Corporation's Agent was granted non-transferable options to purchase 400,000 common shares at a price of $0.10 per common share. Subsequent to year end on November 14, 2011, these options were exercised for cash proceeds of $40,000.

On December 23, 2011, the Corporation announced it had closed a non-brokered private placement financing for gross proceeds of $4,500,000, which comprised the sale of 3,600,000 common shares at a price of $1.25 per share. In connection with this private placement, and in accordance with TSX Venture Exchange Policy, the Corporation paid a finder’s fee in the form of a warrant to purchase the number of common shares of GoGold equal to 5.0% of the number of shares subscribed for in the private placement (excluding those shares subscribed for by insiders, which totalled 200,000) and a cash payment equal to 3.5% of the proceeds raised in the private placement (also excluding the shares subscribed for by insiders). The majority of the proceeds from the Private Placement will be used to advance the San Diego property in Durango, Mexico. The Private Placement is subject to approval by the TSX Venture Exchange and closing.

As of the date of this document, the Corporation has 60,966,665 common shares issued and outstanding and 63,373,331 fully diluted.

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

TSX Venture-listed companies are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) processes to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

Other Information

Additional information regarding the Corporation is available on SEDAR at www.sedar.com.

Dated: January 30, 2012