GOGOLD RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

SECOND QUARTER 2012

Three and six month periods ended March 31, 2012 and 2011
(unaudited)

GOGOLD RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited - Canadian dollars)

	March 31 2012	September 30 2011	October 1 2010 (Note 12)
ASSETS			
Current assets:			
Cash	$ 2,457,637	$ 1,596,623	$ 668,320
Short-term deposits	-	277,617	275,550
Tax recoverable	808,273	454,015	19,895
Prepaid expenses	81,392	30,539	15,663
Deposits	-	11,264	11,264
	3,347,302	2,370,058	990,692
Non-current assets:			
Property, plant and equipment	272,453	504,558	7,437
Exploration and evaluation assets (Note 8)	17,674,103	14,567,703	233,585
Total non-current assets	17,946,556	15,072,261	241,022
Total assets	$ 21,293,858	$ 17,442,319	$ 1,231,714
LIABILITIES			
Current liabilities:			
Trade and other payables	236,084	258,623	45,486
Other liability			50,000
	236,084	258,623	95,486
EQUITY			
Share capital (Note 9)	23,328,797	18,625,437	1,328,287
Contributed surplus	757,819	497,038	166,430
Cumulative translation account	(206,384)	(252,852)	-
Deficit	(2,822,458)	(1,685,927)	(358,489)
Total equity	21,057,774	17,183,696	1,136,228
Total liabilities and equity	$ 21,293,858	$ 17,442,319	$ 1,231,714

Going concern (Note 2)

Subsequent event (Note 6)

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

GOGOLD RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Unaudited - Canadian dollars)

	For the three month period ended		For the six month period ended	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
		(Note 13)		(Note 13)
Expenses:				
General and administrative	$ 525,170	$ 180,894	$ 823,953	$ 584,681
Regulatory	27,071	12,924	54,811	18,319
Marketing and public relations	135,524	14,393	257,767	15,100
	687,765	208,211	1,136,531	618,100
Net loss for the period	(687,765)	(208,211)	(1,136,531)	(618,100)
Other comprehensive loss:				
Foreign currency translation differences arising on translation of foreign subsidiaries	177,931	-	46,468	-
Total comprehensive loss	(509,834)	(208,211)	(1,090,063)	(618,100)
Loss per share basic and fully diluted (Note 6(f))	(0.01)	(0.01)	(0.02)	(0.02)
Weighted average number of common shares outstanding	60,986,720	41,369,998	59,111,064	31,910,072

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

GOGOLD RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED
STATEMENTS OF CASH FLOW

(Unaudited - Canadian dollars)

	For the six month period ended	
	March 31, 2012	**March 31, 2011**
Cash provided by (used in) the following activities:		
Operating Activities		
Net loss for the period	$ (1,136,531)	$ (618,100)
Items not involving cash		
Stock based compensation	224,785	347,464
Depreciation	4,406	650
Foreign exchange gain/loss	28,124	-
Net change in non-cash working capital items	(353,025)	45,756
Net cash (used in) operating activities	(1,232,241)	(224,230)
Investing Activities		
Resource property expenditures	(2,791,230)	(38,954)
Proceeds from sale of short-term investments	277,617	-
Deferred expenses	-	(210,383)
Advance	-	(85,000)
Property and equipment	(33,632)	(14,921)
Net cash (used in) investing activities	(2,547,245)	(349,258)
Financing Activities		
Issuance of common shares		
(net of cash share issue costs)	4,640,500	6,180,850
Net cash provided by financing activities	4,640,500	6,180,850
Net change in cash and cash equivalents for the period	861,014	5,607,362
Cash and cash equivalents, beginning of the period	1,596,623	668,320
Cash and cash equivalents, end of the period	$ 2,457,637	$ 6,275,682

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

GOGOLD RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Unaudited - Canadian dollars)

	Number of shares	Share capital	Contributed surplus	Cumulative translation account	Deficit	Total equity
Balance at October 1, 2010	16,916,665	$ 1,328,287	$ 166,430	$ -	$ (358,489)	$ 1,136,228
Net loss and comprehensive loss	-	-	-	-	(618,100)	(618,100)
Share issuance for cash	24,000,000	5,940,850	-	-	-	5,940,850
Stock-based compensation	-	-	300,000	-	-	300,000
Issuance of finder's options	-	(147,700)	147,700	-	-	147,700
Issuance of stock options	-	-	47,464	-	-	47,464
Exercise of stock options	800,000	540,000	(300,000)	-	-	(300,000)
Balance at March 31, 2011	41,716,665	$ 7,661,437	$ 361,594	$ -	$ (976,589)	$ 7,046,442

	Number of shares	Share capital	Contributed surplus	Cumulative translation account	Deficit	Total equity
Balance at October 1, 2011	55,966,665	$ 18,625,437	$ 497,038	$ (252,852)	$ (1,685,927)	$ 17,183,696
Net loss	-	-	-	-	(1,136,531)	(1,136,531)
Other comprehensive loss	-	-	-	46,468	-	46,468
Stock options exercised	1,450,000	519,574	(187,074)	-	-	332,500
Finders options exercised	41,666	18,150	(5,650)	-	-	12,500
Shares issued for cash	3,600,000	4,165,636	129,034	-	-	4,294,670
Stock-based compensation	-	-	324,471	-	-	324,471
Balance at March 31, 2012	61,058,331	$ 23,328,797	$ 757,819	$ (206,384)	$ (2,822,458)	$ 21,057,774

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

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

GoGold Resources Inc. (the "Corporation") is a company domiciled in Canada. The address of the Corporation's registered office is #1301-2000 Barrington Street, Cogswell Tower, Halifax, Nova Scotia, B3J 3K1. The condensed interim consolidated financial statements of the Corporation as at March 31, 2012 and for the three and six months ended March 31, 2012 and March 31, 2011, comprise the Corporation and its subsidiaries. The principal business of the Corporation is the discovery, exploration and development of large tonnage, low cost, gold, silver, copper and molybdenum deposits primarily in Mexico and Canada.

2. GOING CONCERN

These consolidated financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS"). The going concern basis of presentation assumes that the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is significant doubt about the appropriateness of the use of the going concern assumption because the Corporation's major business activity is the exploration and development of mineral properties, it has no current sources of revenue and continues to be dependent upon its ability to finance its exploration programs through financing activities that may include issuances of equity securities.

The recoverability of the carrying value of exploration projects is dependent upon the existence and economic recovery of mineral reserves, the ability to raise long-term financing to complete the development of the properties, and upon future profitable production or, alternatively, upon the Corporation's ability to dispose of its interest in the underlying mineral claims. On December 23, 2011, the Corporation completed a financing of $4,500,000 from a private placement issuance of common shares. This may not be sufficient to fund the current exploration and drilling program and the Corporation may have to raise additional capital in the future. Future financings are dependent on market conditions and there can be no assurance the Corporation will be able to raise funds as they are required in the future.

If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary to the carrying values of assets, the reported revenues and expenses, and the balance sheet classifications used. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate and those adjustments may be material.

3. BASIS OF PREPARATION AND FIRST-TIME ADOPTION OF IFRS

a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*. These condensed interim consolidated financial statements are for part of the period covered by the first IFRS annual financial statements and IFRS 1 *First-time Adoption of International Financial Reporting Standards* has been applied. The Corporation's first annual consolidated financial statements under IFRS will be presented for the year ended September 30, 2012. The accounting policies adopted in these interim financial statements are consistent with the accounting policies the Corporation expects to adopt in its IFRS consolidated financial statements for the year ending September 30, 2012, and are based on IFRS as issued by the International Accounting Standards Board (''IASB'') that the Corporation expects to be applicable at that time.

The Corporation's date of transition to IFRS and its opening balance sheet is as at October 1, 2010 (the "transition date").

The condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the annual financial statements for the year ended September 30, 2011 prepared under Canadian GAAP and the IFRS transition disclosures in Note 12 to these interim financial statements.

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Corporation is provided in Note 12. This note includes reconciliations of equity and total comprehensive income for comparative periods and of equity at the date of transition reported under previous Canadian GAAP to those reported for those periods at the date of transition under IFRS.

The date the Board of Directors approved the financial statements is May 30, 2012.

b) Basis of measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis. Items included in the financial statements of each of the Corporation's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional and presentation currency of GoGold Resources Inc.

c) Use of estimates and judgments

The preparation of the financial statements requires the Corporation's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The determination of estimates requires the exercise of judgment based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results may differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Estimate of recoverability for non-financial assets
Events or changes in circumstances may give rise to significant impairment charges or reversals of impairment in a particular year. In accordance with the Corporation's accounting policy, each non-financial asset or cash generating unit is evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, a formal estimate of recoverable amount is performed and an impairment loss recognized to the extent that carrying amount exceeds recoverable amount. The recoverable amount of an asset or cash generating unit is measured at the higher of fair value less costs to sell and value in use.

Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties, and is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion prospects, and its eventual disposal. Value in use is also generally determined as the present value of the estimated future cash flows, but only those expected to arise from the continued use of the asset in its present form and its eventual disposal. Present values are determined using a risk-adjusted pre-tax discount rate appropriate to the risks inherent in the asset.

Share-based payments
The Corporation issues equity-settled share-based payments to certain employees and third parties outside the Corporation. Equity-settled share-based payments are measured at fair value (excluding the effect of nonmarket based vesting conditions) at the date of grant. For share-based payments issued to employees, fair value is measured using the Black-Scholes pricing model and requires the exercise of judgment in relation to variables such as expected volatilities, forfeitures, expected life and dividend yields based on information available at the time the fair value is measured. For share based payments issued to third parties, fair value is determined based on the consideration received.

Identification of functional currency
The functional currency for each corporate entity is the currency of the primary economic environment in which it operates. Determination of functional currency involves significant judgment. The Corporation reconsiders the functional currency of its entities if there is a change in the underlying transactions, events and conditions which determine their primary economic environment.

Fair value of financial instruments, including embedded derivatives
Where the fair value of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow

model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Taxation
The Corporation's accounting policy for taxation requires management's judgment in assessing whether deferred tax assets and certain deferred tax liabilities are recognized on the balance sheet. Deferred tax assets, including those arising from tax loss carry-forwards, capital losses and temporary differences are recognized only where it is considered probable that they will be recovered, which is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. These depend on estimates of future production and sales volumes, mineral prices, reserves, operating costs, restoration and rehabilitation costs, capital expenditure, dividends and other capital management transactions.

Judgments are also required about the application of income tax legislation. These judgments and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognized on the balance sheet and the amount of other tax losses and temporary differences not yet recognized. In such circumstances, some or all of the carrying amount of recognized deferred tax assets and liabilities may require adjustment, resulting in a corresponding credit or charge to the statement of operations.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these condensed consolidated financial statements and in preparing the opening IFRS consolidated statement of financial position at October 1, 2010 for the purposes of the transition to IFRS, unless otherwise indicated.

a) Basis of consolidation

The consolidated financial statements are presented in Canadian dollars and include the accounts of the Corporation and its subsidiaries; Mexican Gold Holdings Corporation Incorporated ("MHC"), North American Gold Holdings Corporation Incorporated ("NAHC"), and Minera Dorango Dorado S.A. DE C.V., a Mexican company, ("MDD"). All subsidiaries are 100% owned.

i) Business combinations

The Corporation measures goodwill as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative, a bargain purchase gain is recognized immediately in profit or loss.

The Corporation elects on a transaction-by-transaction basis whether to measure non-controlling interest at its fair value, or at its proportionate share of the recognized amount of the identifiable net assets, at the acquisition date. Transaction costs, other than those associated with the issue of debt or equity securities, that the Corporation incurs in connection with a business combination are expensed as incurred.

ii) Subsidiaries

Subsidiaries are entities over which the Corporation has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether a Corporation controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the parent company.

Subsidiaries are fully consolidated from the date on which control is transferred to the Corporation and cease to be consolidated from the date on which control is transferred out of the Corporation. A change in the ownership interest of a subsidiary that does not result in a loss of control is accounted for as an equity transaction.

iii) Transactions eliminated on consolidation

Inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the condensed interim consolidated financial statements.

b) Foreign currency

i) Foreign currency transactions

In preparing the financial statements of each individual corporate entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise except for: exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from cumulative translation account to profit or loss on repayment of the monetary items.

ii) Foreign operations

The results and financial position of all the Corporation's entities that have a functional currency different from the parent company's functional currency are translated into the presentation currency as follows:

- shareholders' equity and intercompany loans which are considered to be part of the net investment in the foreign operation are translated at historical rates of exchange at the reporting date;
- assets and liabilities are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement presented are translated at monthly average exchange rates; and
- all resulting exchange differences are recognized as a separate component of equity ("cumulative translation account")

On the loss of control of a foreign operation, all the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Corporation are recognized in the income statement as part of the gain or loss on sale. On the partial disposal of a subsidiary that includes a foreign operation, the relevant portion of such cumulative amount is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognized in the cumulative translation account in equity.

c) Financial instruments

i) Financial assets

The Corporation initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on trade date at which the Corporation becomes party to the contractual provision of the instrument. The Corporation derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or the rights to receive the contractual cash flows on the financial asset are transferred. The Corporation has cash, short-term deposits and deposits as its only non-derivative financial assets.

Loans and receivables and deposits

Loans and receivables and deposits are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables and deposits are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables and deposits comprise cash, short-term deposits and deposits. Cash comprises cash on hand and demand deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value and have a maturity of three months or less on the date they are acquired by the Corporation.

Fair value
Fair value is determined based on current bid prices for all quoted investments.

ii) Financial liabilities

The Corporation initially recognizes other financial liabilities on the trade date at which the Corporation becomes party to the contractual provisions of the instrument. The Corporation derecognizes financial liabilities when its contractual obligations are discharged or cancelled or expire. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

The Corporation has the following non-derivative other financial liabilities: trade and other payables.

d) Exploration and evaluation assets

Pre-exploration expenditures are expensed as incurred. All direct costs related to the acquisition and exploration of resource property interests are capitalized by property.

Exploration and evaluation assets are initially measured at cost and classified as tangible assets.

Exploration and evaluation assets include expenditures on acquisition of rights to explore, studies, exploratory drilling, trenching, sampling, and other direct costs related to exploration or evaluation of a project. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Where a project is determined to be technically or commercially feasible and a decision has been made to proceed with development with respect to a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is reclassified as a development asset in property, plant and equipment.

e) Property, plant and equipment

Recognition and measurement
All items of property, plant and equipment are measured at historical cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour and any other costs directly attributable to bringing the assets to working condition for their intended use.

Subsequent costs
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 Corporation and the cost of the item can be measured reliably.

The carrying amount of any replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Depreciation

Depreciation of property, plant and equipment is calculated using the diminishing balance method to allocate their cost, net of their residual values, over their estimated useful lives at the rate of 30% per annum. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively, if appropriate.

Development assets
Development assets include costs transferred from exploration and evaluation assets once technical feasibility and commercial viability of an area of interest are demonstrable, and development assets also includes subsequent costs to develop the mine to the production phase.

Depletion of development assets is calculated on the basis of units of production and commences when the mine starts commercial production. Depletion is based on assessments of measured and indicated resources and a proportion of mineral resources available to be mined by the current production equipment to the extent that such resources are considered to be economically recoverable.

f) Impairment

i) Financial assets

Financial assets, other than those accounted at fair value through profit or loss, are assessed for objective evidence of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Corporation on terms that the Corporation would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for a security.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against financial assets. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

ii) Non-financial assets

The carrying amounts of the Corporation’s non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indications exist, the asset’s recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets which generates cash inflows from continuing use that is largely independent of the cash inflows of other assets or groups of assets (the “cash-generating-unit” or “CGU”). The Corporation’s corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized directly against the carrying amount of the asset whenever the carrying amount of an asset, or its CGU, exceeds its recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to the goodwill and then to the carrying amounts of the assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

Exploration assets are tested for impairment when development of the property commences or whenever facts and circumstances indicate impairment. An impairment loss is recognized for the amount by which the exploration assets’ carrying amount exceeds

their recoverable amount. Where the assets are not associated with a specific cash generating unit, the recoverable amount is assessed using fair value less cost to sell for the specific exploration area.

g) Flow-through shares

The Corporation has financed a portion of its exploration activities through the issue of flow-through shares. On the date of issuance of the flow-through shares, the premium relating to the proceeds received in excess of the closing market price of the Corporation's common shares is allocated to liabilities. Under the terms of the flow-through common share issues, the tax attributes of the related expenditures are renounced to investors and deferred income tax expense and income tax liabilities are increased by the estimated income tax benefits renounced by the Corporation to the investors. The premium liability is reduced pro-rata based on the percentage of flow-through expenditures renounced in comparison to renunciations required under the terms of the flow-through share agreement. The reduction to the premium in the period of renunciation is recognized through profit or loss as other income.

Where the Corporation has unused tax benefits on loss carry forwards and tax pools in excess of book value available for deduction against which a valuation allowance has been provided, the Corporation reduces its valuation allowance to offset the increase in deferred tax liabilities resulting in an offsetting recovery of deferred income taxes being recognized through profit or loss in the reporting period.

h) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

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

Deferred income tax is provided in full, using the liability method, on 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 using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred income tax assets and deferred income tax liabilities of the same taxable entity are offset when they relate to taxes levied by the same taxation authority and the entity has a legally enforceable right to set off current tax assets against current tax liabilities. The principal temporary differences arise from amortization and depreciation on property, plant and equipment, tax losses carried forward and fair value adjustments on assets acquired in business combinations.

i) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at fair value of the equity instruments at the date of grant. Fair value is measured using the Black-Scholes pricing model. The fair value determined at the grant date of the equity-settled share-based payments is expensed as services are rendered over the vesting period, based on the Corporation's estimate of the shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no-true-up for differences between expected and actual outcomes.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

j) Earnings per share

The Corporation presents basic and diluted earnings per share data for its common shares. Basic earnings per share is calculated by dividing the profit or loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of shares outstanding adjusted for the effects of all dilutive potential common shares. All share options are currently anti-dilutive. As a result basic and diluted earnings per share are the same.

k) Provisions for decommissioning and site restoration costs

Provision is made for environmental remediation costs when the related environmental disturbance occurs, based on the net present value of estimated future costs.

The ultimate cost of environmental disturbance is uncertain and cost estimates can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques or experience at other mine sites.

The expected timing of expenditure can also change, for example, in response to changes in ore reserves or production rates or economic conditions. As a result there could be significant adjustments to the provision for decommissioning and site restoration, which would affect future financial results.

The Corporation assesses its provisions for decommissioning and site restoration costs using the information available as at the year end date, unless significant differences are identified in the interim period. Significant estimates and assumptions are made in determining the provisions for decommissioning and site restoration costs, as there are numerous factors that will affect the ultimate liability amount. These factors include estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases and changes in discount rates. Those uncertainties may result in future actual expenditures differing from the amounts currently provided. The provision at the consolidated statement of financial position date represents management's best estimate of the present value of the future rehabilitation costs required. Changes to estimated future costs are recognized in the consolidated statement of financial position by adjusting the rehabilitation asset and liability. If, for mature mines, the revised mine assets net of rehabilitation provisions exceeds the carrying value, that portion of the increase is charged directly to expense.

5. FUTURE CHANGES IN ACCOUNTING POLICIES

A number of new standards, and amendments to standards and interpretations under IFRS, are not yet effective for the year ending September 30, 2012, and have not been applied in preparing these condensed interim consolidated financial statements.

a) Financial instruments

The IASB has issued a new standard, IFRS 9 (2010), Financial Instruments, which will ultimately replace IAS 39, Financial Instruments – Recognition and Measurement and augments the previously issued IFRS 9 (2009). The standard eliminates the existing IAS 39 categories of held-to-maturity, available-for-sale and loans and receivables. This standard becomes effective on January 1, 2015. The Company is currently evaluating the impact of this new standard.

The IASB issued IFRS 9 *Financial Instruments* (“IFRS 9”) in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company will evaluate the impact of the change to its consolidated financial statements based on the characteristics of its financial instruments at the time of adoption.

b) Consolidated financial statements

The IASB issued IFRS 10, Consolidated Financial Statements on May 12, 2011 to replace the current IAS 27, Consolidated and Separate Financial Statements. The new standard identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. This new standard is effective for fiscal years beginning January 1, 2013. The Company is currently evaluating the impact of this new standard.

c) Joint arrangements

The IASB issued IFRS 11, Joint Arrangements on May 12, 2011 to replace the current IAS 31, Interests in Joint Ventures. The new standard classifies joint arrangements as either joint ventures or joint operations. Interests in joint ventures will be accounted for using equity accounting, eliminating the proportionate consolidation option currently available under IAS 31. This new standard is effective for fiscal years beginning January 1, 2013. The Company is currently evaluating the impact of this new standard.

d) Disclosure of interest in other entities

On May 12, 2011 the IASB issued IFRS 12, Disclosure of Interest in Other Entities. This standard establishes disclosure requirements for interests in other entities, including joint arrangements, associates, special purpose entities and other off balance sheet entities. This new standard is effective for fiscal years beginning January 1, 2013. The Company is currently evaluating the impact of this new standard.

e) Fair value measurement

The IASB issued IFRS 13, Fair Value Measurement on May 12, 2011. This is a comprehensive standard for fair value measurement and disclosure of fair value measurements across various IFRS standards. IFRS 13 provides a definition of fair value, sets out a single IFRS framework for measuring fair value, and outlines requirements for disclosure of fair value measurements. The new standard is effective for fiscal years beginning January 1, 2013. The Company is currently evaluating the impact of this new standard.

f) Other standards

The IASB amended IAS 1, Presentation of Financial Statements with changes effective July 1, 2012 and IAS 19, Employee Benefits with changes effective January 1, 2013. These standards have been reviewed and they are not anticipated to have a significant impact on the Company.

6. ACQUISITION OF ABSOLUTE GOLD HOLDINGS INC.

On May 10, 2012, the Corporation entered into an acquisition agreement with Absolute Gold Holdings Incorporated (“Absolute”) relating to a transaction pursuant to which GoGold would acquire all of the issued and outstanding common shares of Absolute in exchange for the issuance of 0.81 of a common share of GoGold for each Absolute common share (the “Transaction”). Upon completion of the Transaction, GoGold will continue to operate under the name “GoGold Resources Inc.” (the “Resulting Issuer”). Absolute is a Canadian company engaged in the exploration of silver and base metals, with an interest in the Parral Tailings Project located in Chihuahua, Mexico, through its wholly-owned subsidiary Grupo Coanzamex S.A. Del C.V. (“Coanzamex”). Upon completion of the Transaction GoGold is expected to continue its business of exploring for gold in Mexico and Canada and continue Absolute’s business of exploration of silver and base metals in Mexico.

Completion of the Transaction is subject to a number of conditions, including, but not limited to,: (i) completion of due diligence; (ii) receipt by GoGold of a fairness opinion and valuation report with respect to the Transaction; (iii) regulatory approval of the Transaction, including the approval of the TSXV; (iv) the approval of the respective boards of directors of each of Absolute and GoGold; (v) the requisite approvals of the shareholders of each of Absolute and GoGold; and (vi) other customary conditions for a transaction of this nature.

On May 10, 2012, the Corporation announced that Absolute had completed the previously announced brokered private placement financing (the “Offering”) of subscription receipts (the “Subscription Receipts”) sold at a price of CDN$1.00 per Subscription Receipt through a syndicate of agents (collectively, the “Agents”). CDN$24 million of the Offering has been deposited in escrow with the remaining CDN$6 million of the Offering to be deposited into escrow upon receipt of shareholder approval of the

proposed acquisition of Absolute. The Transaction is anticipated to be completed not later than August 1, 2012 pursuant to the terms of an acquisition agreement entered into between GoGold and Absolute on May 10, 2012.

7. CAPITAL MANAGEMENT

The Corporation's capital consists of shareholder's equity of $21,057,774 (September 30, 2011 - $17,183,696). The Corporation's objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of resource properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Corporation will be able to raise funds in the future.

The Corporation invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments.

There were no changes to the Corporation's approach to capital management during the period. The Corporation is not subject to externally imposed capital requirements.

8. EXPLORATION AND EVALUATION ASSETS

On April 13, 2011, the Company acquired all of the issued and outstanding securities of MHC, a Canadian company (the "MHC Transaction"). MHC and MHC's wholly owned Canadian subsidiary, NAHC, together own 100% of MDD. MDD is a party to agreements to earn a 100% interest in five (5) gold and silver properties consisting of a number of Mexican mining concession titles (the "San Diego project") in Durango, Mexico.

On July 26, 2010, the Corporation closed the arm's length acquisition of the Rambler property located in Newfoundland and Labrador in consideration for the issuance of 250,000 common shares of the Corporation and by paying $130,000. The vendor retains a net smelter royalty ("NSR") of 2% and the Corporation may purchase one half of the NSR for $1,000,000 at any time (the "Qualifying Transaction").

The following table details the expenditures made on the San Diego and Rambler projects during the period:

	Rambler Project			San Diego Project			
	Balance September 30, 2011	Additions six months to March 31, 2012	Balance March 31, 2012	Balance September 30, 2011	Additions six months to March 31, 2012	Balance March 31, 2012	Total
Property acquisition costs:	$ 199,960	$ -	$ 199,960	$ 12,512,981	$ (11,527)	$ 12,501,454	$ 12,701,414
Deferred exploration costs	437,615	172,723	610,338	1,417,147	2,945,204	4,362,351	4,972,689
Total property costs	$ 637,575	$ 172,723	$ 810,298	$ 13,930,128	$ 2,933,677	$ 16,863,805	$ 17,674,103

9. SHARE CAPITAL

(a) Authorized

An unlimited number of common shares, without nominal or par value.

(b) Issued

The following table summarizes the changes in issued common shares of the Corporation:

	Number	Amount
Balance September 30, 2011	55,966,665	$ 18,625,437
Shares issued for cash	3,600,000	4,500,000
Shares issued on exercise of stock options	1,400,000	459,100
Less: Share issue costs	-	(334,364)
Balance December 31, 2011	60,966,665	$ 23,250,173
Shares issued on exercise of stock options	91,666	78,624
Balance March 31, 2012	61,058,331	$ 23,328,797

On December 23, 2011, the Corporation closed a non-brokered private placement financing for gross proceeds of $4,500,000 comprised of the sale of 3,600,000 common shares at a price of $1.25 per common share. In connection with this financing, the Corporation paid $54,830 in share issue costs and paid a finder's fee in the form of options to purchase 170,000 common shares of the Corporation and a cash payment equal to $150,500. The finder's options will expire December 23, 2014. The fair value of the options was determined to be $129,034 using the Black-Scholes formula and the amount was recorded in share issue costs and contributed surplus.

(c) Escrowed shares

Under the requirements of the TSX Venture Exchange ("TSXV"), 4,500,000 of the issued and outstanding shares are held in escrow (2011 – 7,500,000). Of the currently escrowed shares, 1,500,000 will be released on each of the 24, 30 and 36 month anniversaries of July 29, 2010.

(d) Finder's stock options

The changes in finder's options during the six month period ended March 31, 2012 and year ended September 30, 2011 were as follows:

	March 31, 2012			September 30, 2011		
	Number of finders options	Weighted average exercise price	Remaining contractual life (years)	Number of finders options	Weighted average exercise price	Remaining contractual life (years)
Opening balance	1,441,666	$ 0.21	1.56	441,666	$ 0.12	1.30
Granted	170,000	1.25	2.69	1,000,000	0.25	1.67
Exercised	1,441,666	0.21		-	-	
Expired/forfeited	-	-		-	-	
Closing balance	170,000	$ 1.25		1,441,666	$ 0.21	
Exercisable	170,000	$ 1.25	2.69	1,441,666	$ 0.21	1.56

The charge for the finder's options was determined based on the fair value of the options at the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Options granted December 23, 2011
Risk-free rate	0.99%
Expected volatility of the Corporation's share price	97%
Expected dividend yield	0.00%
Expected life of each option (years)	3.00
Fair value per option ($)	0.756

(e) Incentive stock options

The Corporation has a rolling 10% incentive stock option plan (the "Plan") under which options to purchase common shares of the Corporation may be granted to directors, officers, employees and consultants of the Corporation. Under the Plan, the terms and conditions of each grant of options are determined by the Board of Directors. If there are no terms specified upon grant,

options vest immediately on the grant date. Options are granted at a price no lower than the market price of the common shares less any discounts allowed by the TSXV at the time of the grant.

The number of common shares subject to options granted under the Plan is limited to 10% of the issued and outstanding common shares of the Corporation and no one person may receive in excess of 5% of the outstanding common shares of the Corporation at the time of grant (on a non-diluted basis).

The changes in stock options during the six months ended March 31, 2012 and year ended September 30, 2011 were as follows:

	March 31, 2012		September 30, 2011	
	Number of incentive options	Weighted average exercise price	Number of incentive options	Weighted average exercise price
Opening balance	2,365,000	$ 0.45	1,350,000	$ 0.12
Granted	325,000	1.53	1,815,000	0.63
Exercised	50,000	0.85	800,000	0.30
Closing balance	2,640,000	$ 0.59	2,365,000	$ 0.45
Exercisable	1,638,750	$ 0.25	2,365,000	$ 0.45

The following table summarizes information concerning outstanding and exercisable finder's and incentive stock options at March 31, 2012:

	Outstanding		Exercisable	
Expiry date	Number of incentive options	Exercise price	Number of incentive options	Exercise price
November 2, 2012	50,000	$ 0.85	-	$ 0.85
December 23, 2014	170,000	1.25	170,000	1.25
February 12, 2015	1,200,000	0.10	1,200,000	0.10
July 26, 2015	150,000	0.30	150,000	0.30
February 15, 2016	80,000	0.80	80,000	0.80
July 8, 2016	835,000	0.90	208,750	0.90
February 7, 2015	325,000	1.53	-	1.53
	2,810,000	$ 0.63	1,808,750	$ 0.34

The compensation charge for the outstanding options was determined based on the fair value of the options at the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Options granted May 2, 2011	Options granted July 8, 2011	Options granted February 7, 2012
Risk-free rate	1.68%	2.24%	1.07%
Expected volatility of the Corporation's share price	94.0%	97.0%	89.1%
Expected dividend yield	0.00%	0.00%	0.00%
Expected life of each option	1.5	5.0	3.0
Market price at time of valuation	$0.85	$0.90	$1.53
Value per option per Black scholes	$0.376	$0.663	$0.867

(f) Earnings per share

Basic earnings per share is calculated based on the weighted average number of shares outstanding during the period. Diluted earnings per share is based on the assumption that stock options and finder's options have been exercised on the later of the beginning of the period and the date granted. As of March 31, 2012, 2,810,000 options (2011 – 3,121,666) were excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive.

10. RELATED PARTY TRANSACTIONS

During the three and six month period ended March 31, 2012, legal services were provided by a prior officer of the Corporation at a cost of $66,410 and $136,390 (2010 - $83,037 and $132,209).

Included in general and administrative and prepaid expense for the three and six month periods ended March 31, 2012 are insurance premiums amounting to $10,012 and 18,466 (2010 - $6,272 and $12,127) paid to a company 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.

11. SEGMENTED INFORMATION

The following tables present information about reportable segments:

For the three months ended March 31, 2012:	Mexico	Canada	Total
Depreciation	$ 7,376	$ 2,117	$ 9,493
Segment net income (loss)	12,971	(700,736)	(687,765)
Other material non-cash items:			
Stock-based compensation		136,994	136,994

For the three months ended March 31, 2011:	Mexico	Canada	Total
Depreciation	$ -	$ 93	$ 93
Segment net income (loss)	-	(208,211)	(208,211)
Other material non-cash items:			
Stock-based compensation		47,464	47,464

For the six months ended March 31, 2012:	Mexico	Canada	Total
Depreciation	$ 7,376	$ 4,406	$ 11,782
Segment net income (loss)	18,879	(1,155,410)	(1,136,531)
Other material non-cash items:			
Stock-based compensation		224,785	224,785

For the six months ended March 31, 2011:	Mexico	Canada	Total
Depreciation	$ -	$ 651	$ 651
Segment net income (loss)	-	(618,100)	(618,100)
Other material non-cash items:			
Stock-based compensation		347,464	347,464

	Mexico	Canada	Total
Reportable segment assets (March 31, 2012)	$ 17,878,567	$ 3,415,291	$ 21,293,858
Reportable segment liabilities (March 31, 2012)	15,606	220,478	236,084
Reportable segment assets (March 31, 2011)	-	7,210,452	7,210,452
Reportable segment liabilities (March 31, 2011)	-	164,010	164,010

12. TRANSITION TO IFRS

The accounting policies set out in note 3 have been applied in preparing the condensed interim consolidated financial statements for the three and six months ended March 31, 2012, the comparative information presented in these financial statements for both the three and six months ended March 31, 2011 and the year ended September 30, 2011 and in the preparation of an opening IFRS statement of financial position at October 1, 2010 (the Corporation's date of transition).

In preparing its opening IFRS statement of financial position, the Corporation has adjusted amounts reported previously in financial statements prepared in accordance with Canadian GAAP. An explanation of how the transition from Canadian GAAP to IFRS has affected the Corporation's financial position, financial performance and cash flows is set out in the following tables and the notes that accompany the tables.

In preparing its IFRS statement of comprehensive income for the year ended September 30, 2011 and the three and six months ended March 31, 2011, the Corporation made various reclassifications to present expenses by function rather than by nature as presented under Canadian GAAP.

The transition from Canadian GAAP to IFRS has had no effect upon the reported cash flows generated by the Corporation. The reconciling items between the Canadian GAAP presentation and the IFRS presentation have no net impact on the cash flows generated.

IFRS 1 – First-time adoption of International Financial Reporting Standards ("IFRS") sets forth guidance for the initial adoption of IFRS. Under IFRS 1, the standards are applied retrospectively at the date of transition with all adjustment to assets and liabilities taken to retained earnings unless certain exemptions are applied. The Corporation has applied the following exemptions to its opening statement of financial position dated October 1, 2010.

- Business combination election – The election allows the Corporation to adopt IFRS 3 prospectively from the date of transition.
- Cumulative translation differences – The election enables the Corporation to deem the cumulative translation difference to be zero at the transition date.
- Arrangements containing a lease – The election allows the Corporation to determine whether an arrangement existing at the date of transition to IFRS contains a lease on the basis of facts and circumstances existing at that date rather than at the inception of the arrangement.
- Share-based payment transactions - A first-time adopter is encouraged, but not required, to apply IFRS 2 *Share-based Payment* ("IFRS 2") to equity instruments that were granted on or before November 7, 2002, or were granted after November 7, 2002 and vested before the entity's IFRS transition date. The Corporation elected the share-based payment option and as a result, has applied IFRS 2 retrospectively only for share-based payments that were granted after November 7, 2002, that had not vested at the date of transition.

Reconciliation of equity as reported under Canadian GAAP and IFRS
October 1, 2010

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
ASSETS				
Current assets:				
Cash		$ 668,320	$ -	$ 668,320
Short-term deposits		275,550	-	275,550
Tax recoverable		19,895	-	19,895
Prepaid expenses		15,663	-	15,663
Deposits		11,264	-	11,264
		990,692	-	990,692
Non-current assets:				
Property and equipment		7,437	-	7,437
Exploration and evaluation assets		233,585	-	233,585
Total non-current assets		241,022	-	241,022
Total assets		$ 1,231,714	$ -	$ 1,231,714
LIABILITIES				
Current liabilities:				
Trade and other payables		45,486	-	45,486
Other liability	b	-	50,000	50,000
		45,486	50,000	95,486
EQUITY				
Share capital	b	1,378,287	(50,000)	1,328,287
Contributed surplus		166,430	-	166,430
Deficit		(358,489)	-	(358,489)
Total equity		1,186,228	-	1,136,228
Total liabilities and equity		$ 1,231,714	$ -	$ 1,231,714

Reconciliation of equity as reported under Canadian GAAP and IFRS
March 31, 2011

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
ASSETS				
Current				
Cash		$ 6,275,682	$ -	$ 6,275,682
Short-term deposits		275,550	-	275,550
HST recoverable		35,517	-	35,517
Prepaid expenses		22,810	-	22,810
Deposits		11,264	-	11,264
Advance		85,000	-	85,000
		6,705,823	-	6,705,823
Property and equipment		21,707	-	21,707
Deferred expenses		210,383	-	210,383
Tangible evaluation and evaluation assets		272,539	-	272,539
		$ 7,210,452	$ -	$ 7,210,452
LIABILITIES				
Current liabilities:				
Accounts payable and accrued liabilities		$ 114,010	$ -	$ 114,010
Other liability	b	-	50,000	50,000
		114,010	50,000	164,010
SHAREHOLDERS' EQUITY				
Share capital	a,b	7,363,317	298,120	7,661,437
Contributed surplus		361,594	-	361,594
Deficit	a,b	(628,469)	(348,120)	(976,589)
		7,096,442	(50,000)	7,046,442
		$ 7,210,452	$ -	$ 7,210,452

Reconciliation of equity as reported under Canadian GAAP and IFRS
September 30, 2011

	Note	Canadian GAAP	Effect of transition to IFRS total	IFRS
ASSETS				
Current assets:				
Cash		$ 1,596,623	$ -	$ 1,596,623
Short-term deposits		277,617	-	277,617
Taxes recoverable	d	479,040	(25,025)	454,015
Prepaid expenses		30,539	-	30,539
Deposits		11,264	-	11,264
		2,395,083	-	2,370,058
Non-current assets:				
Property and equipment	d	510,895	(6,337)	504,558
Exploration and evaluation assets	a,d,e	19,533,027	(4,965,324)	14,567,703
Total non-current assets		20,043,922	(4,971,661)	15,072,261
Total assets		$ 22,439,005	$ (4,971,661)	$ 17,442,319
LIABILITIES				
Current liabilities:				
Trade and other payables		$ 258,623	$ -	$ 258,623
Future income tax liability	e	4,406,086	(4,406,086)	-
EQUITY				
Share capital	a,b	18,327,317	298,120	18,625,437
Contributed surplus	a	578,267	(81,229)	497,038
Cumulative translation account	d	-	(252,852)	(252,852)
Deficit	a,b,d,e	(1,131,288)	(554,639)	(1,685,927)
Total equity		17,774,296	-	17,183,696
Total liabilities and equity		$ 22,439,005	$ -	$ 17,442,319

GOGOLD RESOURCES INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTH PERIODS ENDED MARCH 31, 2012 and 2011
(unaudited – Canadian dollars)

Reconciliation of loss and comprehensive loss
For the three months ended March 31, 2011

	Note	Canadian GAAP	Effect of transition to IFRS	Effect of Note 13(c)	IFRS
Expenses					
Professional fees		$ 14,395	$ -	$ (14,395)	$ -
General and administrative		27,470	-	153,424	180,894
Marketing and public relations		14,393	-	-	14,393
Management fees		85,200	-	(85,200)	-
Stock based compensation		47,464	-	(47,464)	-
Depreciation		93	-	(93)	-
Regulatory		12,924	-		12,924
Insurance		6,272	-	(6,272)	-
		208,211	-	-	208,211
Net loss for the period before other items		(208,211)	-		(208,211)
Income tax recovery	b	175,000	(175,000)		-
Net loss and comprehensive loss for the period		$ (33,211)	$ (175,000)		$ (208,211)
Loss per share basic and fully diluted		$ -			$ -
Weighted average number of common shares outstanding		41,369,998			41,369,998

GOGOLD RESOURCES INC.
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTH PERIODS ENDED MARCH 31, 2012 and 2011
(unaudited – Canadian dollars)

Reconciliation of loss and comprehensive loss
For the six months ended March 31, 2011

	Note	Canadian GAAP	Effect of transition to IFRS	Effect of Note 13(c)	IFRS
Expenses					
Professional fees		$ 43,095	$ -	$ (43,095)	$ -
General and administrative		41,745	-	542,936	584,681
Marketing and public relations		15,100	-	-	15,100
Management fees		139,600	-	(139,600)	-
Stock based compensation	a	174,344	173,120	(347,464)	-
Depreciation		650	-	(650)	-
Regulatory		18,319	-		18,319
Insurance		12,127	-	(12,127)	-
		444,980	173,120		618,100
Net loss for the period before other items		(444,980)	(173,120)	-	(618,100)
Income tax recovery	b	175,000	(175,000)	-	-
Net loss and comprehensive loss for the period		$ (269,980)	$ (248,120)	$ -	$ (618,100)
Loss per share basic and fully diluted		$ -			$ -
Weighted average number of common shares outstanding		31,910,072			31,910,072

Reconciliation of loss and comprehensive loss
For the year ended September 30, 2011

	Note	Canadian GAAP	Effect of transition to IFRS	Effect of Note 13(c)	IFRS
Expenses					
General and administrative	a,d	$ 476,214	$ (105,604)	$ 706,715	$ 1,077,325
Stock based compensation	a	301,619	173,120	(443,408)	31,331
Professional fees		237,285	-	(237,285)	-
Marketing and public relations		207,288	-	-	207,288
Regulatory		30,285	-	-	30,285
Insurance		27,870	-	(27,870)	-
Depreciation		4,647	-	(4,647)	-
Foreign exchange (gain) loss	e	(337,409)	362,123	6,495	31,209
Other income	b	-	(50,000)	-	(50,000)
		947,799	379,639	-	1,327,438
Net loss for the year before income tax recovery		(947,799)	- (379,639)	-	(1,327,438)
Income tax recovery	b	175,000	(175,000)	-	-
Net loss for the year		$ (772,799)	$ (554,639)	$ -	$ (1,327,438)
Other comprehensive loss:					
Foreign currency translation difference arising on translation of foreign subsidiaries	d	-	(252,852)	-	(252,852)
Total comprehensive loss		$ (772,799)	$ (807,491)	$ -	$ (1,580,290)
Loss per share basic and fully diluted		$ (0.02)			$ (0.04)
Weighted average number of common shares outstanding		43,438,446			43,438,446

Details of the material adjustments to the statements of financial position, loss and comprehensive loss:

(a) Share based payments

Under IFRS, where incentive stock options are granted to a person considered a consultant and not an employee, the fair value of the options must be determined by management as the value of services expected to be received. All options issued prior to May 2, 2011 vested immediately and do not result in any measurement differences on adoption of IFRS. The value produced by the Black-Scholes calculation is not considered an accurate determination of fair value. After reviewing all grantees that were consultants under Canadian GAAP whom were granted options by the Corporation to date, one grantee was determined to be a consultant under IFRS rather than an employee. The fair value of services expected to be received were valued and the difference from the Black-Scholes calculation is summarized below:

Fair value calculation using Black-Scholes	$	126,880
Fair value estimate by management		300,000
Difference	$	173,120

The subject options were granted on December 21, 2010 and exercised in full in February of 2011 and the impact arising from the change in fair value is summarized as follows:

	October 1, 2010	March 31, 2011	September 30, 2011
Consolidated Statement of Financial Position			
Share capital	$ -	$ 173,120	$ 173,120
Deficit	-	(173,120)	(173,120)
Consolidated Statement of Comprehensive Loss			
Stock based compensation	-	173,120	173,120

Furthermore, under IFRS, options are accounted for using graded vesting with forfeitures estimated on the grant date and trued up to actual periodically. Under Canadian GAAP, the Corporation accounted for options using cliff vesting and only accounted for forfeitures as they occurred. Furthermore, under IFRS, the requirements related to transactions with employees are also applied to transactions with individuals who provide services similar to services provided by an employee, which includes non-executive directors. Under Canadian GAAP, the requirements related to transactions with employees apply only when an individual is consistently represented to be an employee under the law.

The impact arising from the change in vesting of options is summarized as follows:

	October 1, 2010	March 31, 2011	September 30, 2011
Consolidated Statement of Financial Position			
Resource properties and related deferred costs	$ -	$ -	$ (49,898)
Contributed surplus	-	-	(81,229)
Deficit	-	-	31,331
Stock based compensation	-	-	(31,331)

(b) Flow through shares

In accordance with IFRS interpretations, the premium received on flow through shares represents the value of the liability relating to the transfer of income tax credits foregone and owing to investors upon renunciation. The liability has been reclassified from equity to other liability and recycled into income as the associated exploration expenditures are incurred. Under Canadian GAAP, renunciations related to flow-through shares results in an increase in deferred taxes payable and a decrease in equity. Under IFRS, the related liability has been charged through profit or loss in the period of renunciation. In March 2011, the Company fully renounced expenditures relating to its 2010 flow through share issuance. Under Canadian GAAP, the estimated deferred income tax impact was charged to share capital.

The impact arising from the change is summarized as follows:

	October 1, 2010	March 31, 2011	September 30, 2011
Consolidated Statement of Financial Position			
Other liability	$ 50,000	$ 50,000	$ -
Share capital	(50,000)	125,000	125,000
Deficit	-	(175,000)	(125,000)
Other income	-	-	50,000
Deferred tax recovery	-	(175,000)	(175,000)

(c) Expense categorization

Under Canadian GAAP, expenses are recognized in both function and nature whereas under IFRS, one or the other should be used. The Corporation has determined to categorize expenses by function. The impact arising from the change is summarized in the reconciliations of loss and comprehensive loss.

(d) Functional currency and foreign operations

In accordance with IFRS 1, the Corporation has elected to deem all foreign currency translation differences that arose prior to the date of transition in respect of all foreign operations to be nil at the date of transition. IFRS requires that the functional currency of each entity in the consolidated Corporation be determined separately in accordance with IAS 21 and should be measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The Corporation's presentation currency is the Canadian dollar (CAD).

Under IFRS, the results and financial position of all Corporation entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the Corporation's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;
- Income and expenses for each income statement are translated at the average rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transactions dates, in which case income and expenses are translated at the rate on the dates of the transactions); and,
- All resulting exchange differences are recognized as a separate component of equity.

As a result of the application of the translation rules contained in IAS 21, non-monetary assets, which includes property, plant and equipment and exploration and evaluation assets, will increase or decrease with a corresponding adjustment to the foreign currency translation reserve.

The impact arising from the change is summarized as follows:

	October 1, 2010	March 31, 2011	September 30, 2011
Consolidated Statement of Financial Position			
Property and equipment	$ -	$ -	$ (6,337)
Taxes recoverable	-	-	(25,025)
Resource properties and related deferred costs	-	-	(147,217)
Cumulative translation adjustment	-	-	(252,852)
Deficit	-	-	74,273
Consolidated Statement of Comprehensive Loss			
General and administrative expense	-	-	(74,273)

(e) Deferred taxes

IAS 12 states that a deferred tax asset/liability is not recognized when an asset or liability is acquired in a transaction which is not a business combination; and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). Thus, deferred taxes are not recognized on initial recognition or subsequently. The temporary difference is just exempt from recognition. Furthermore, subsequent changes in the unrecognized deferred tax asset or liability are not recognized as the asset is depreciated. This requires tracking that part of the temporary difference that is a permanent difference. This differs from Canadian GAAP which requires the recognition of a deferred tax asset/liability and stipulates the methodology by which to

calculate the resulting deferred tax asset or liability (commonly referred to as the simultaneous equation). The offset to the recognition of this deferred tax asset/liability was the underlying asset or liability that was purchased.

The impact arising from the change is summarized as follows:

Consolidated Statement of Financial Position			
Property and equipment	$ -	$ -	$ (4,768,209)
Deferred income tax liability	-	-	(4,406,086)
Foreign currency translation adjustment	-	-	362,123
Consolidated Statement of Comprehensive Loss			
Deficit			(362,123)