



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

QUARTER ENDED

DECEMBER 31, 2016

(in thousands of United States Dollars unless stated otherwise)

(Unaudited)



CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited - in thousands of United States dollars)

| | <u>December 31</u> <u>2016</u> | <u>September 30</u> <u>2016</u> |
|--|-----------------------------------|------------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 374 | \$ 2,091 |
| Trade receivables | 2,045 | 416 |
| Input tax recoverable | 2,456 | 2,738 |
| Prepaid expenses | 257 | 226 |
| Inventories (Note 3) | <u>18,466</u> | <u>24,191</u> |
| | 23,598 | 29,662 |
| Non-current assets: | | |
| Input tax recoverable | 5,687 | 5,707 |
| Inventories (Note 3) | 12,880 | 3,987 |
| Property, plant and equipment (Note 4) | 82,202 | 83,185 |
| Exploration and evaluation assets (Note 5) | <u>17,372</u> | <u>18,110</u> |
| Total assets | <u>\$ 141,739</u> | <u>\$ 140,651</u> |
| LIABILITIES | | |
| Current liabilities: | | |
| Trade and other payables | \$ 11,673 | \$ 13,486 |
| Income taxes payable | 77 | 77 |
| Derivative liability (Note 10 (d)) | 227 | 63 |
| Current portion of long term debt (Note 6) | <u>-</u> | <u>35,077</u> |
| | 11,977 | 48,703 |
| Non-current liabilities: | | |
| Long term debt (Note 6) | 37,146 | - |
| Provision for site restoration | 1,051 | 1,199 |
| Deferred income taxes | 2,566 | 1,847 |
| Derivative liability (Note 10 (d)) | <u>474</u> | <u>804</u> |
| Total liabilities | <u>53,214</u> | <u>52,553</u> |
| EQUITY | | |
| Share capital (Note 7) | 140,885 | 140,885 |
| Contributed surplus | 7,092 | 6,994 |
| Accumulated other comprehensive loss | (18,851) | (18,518) |
| Deficit | <u>(40,601)</u> | <u>(41,263)</u> |
| Total equity | <u>88,525</u> | <u>88,098</u> |
| Total liabilities and equity | <u>\$ 141,739</u> | <u>\$ 140,651</u> |

Commitments (Note 11)
Subsequent event (Note 6)

See accompanying notes to the unaudited condensed consolidated interim financial statements.



CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(Unaudited - in thousands of United States dollars, except per share amounts)

| For the three months ended | <u>December 31, 2016</u> | <u>December 31, 2015</u> |
|---|------------------------------|------------------------------|
| Revenue from mining operations | <u>\$ 6,856</u> | <u>\$ 3,001</u> |
| Cost of sales: | | |
| Production costs, except amortization and depletion | 2,773 | 1,433 |
| Amortization and depletion | <u>907</u> | <u>743</u> |
| | <u>3,680</u> | <u>2,176</u> |
| General and administrative | <u>1,001</u> | <u>1,093</u> |
| Operating income (loss) | <u>2,175</u> | <u>(268)</u> |
| Gain on derivative liability | 163 | 29 |
| Foreign exchange loss | (525) | (1,307) |
| Finance costs | (472) | (357) |
| Other income | <u>40</u> | <u>-</u> |
| | <u>(794)</u> | <u>(1,635)</u> |
| Income (loss) before income taxes | 1,381 | (1,903) |
| Current income tax (expense) | - | (56) |
| Deferred income tax (expense) recovery | <u>(719)</u> | <u>(390)</u> |
| | <u>(719)</u> | <u>(446)</u> |
| Net income (loss) for the period | 662 | (2,349) |
| Items which may subsequently be recycled through profit or loss: | | |
| Foreign currency translation differences arising on translation of foreign operations | <u>(333)</u> | <u>426</u> |
| Total comprehensive income (loss) for the period | <u>\$ 329</u> | <u>\$ (1,923)</u> |
| Net income (loss) per share: | | |
| Basic (Note 7) | <u>\$ 0.00</u> | <u>\$ (0.01)</u> |
| Diluted (Note 7) | <u>\$ 0.00</u> | <u>\$ (0.01)</u> |
| Weighted average number of common shares outstanding (Note 7): | | |
| Basic | <u>171,376,481</u> | <u>162,222,003</u> |
| Diluted | <u>179,882,020</u> | <u>162,222,003</u> |

See accompanying notes to the unaudited condensed consolidated interim financial statements.



CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited - in thousands of United States dollars)

| For the three months ended | <u>December 31, 2016</u> | <u>December 31, 2015</u> |
|---|------------------------------|------------------------------|
| Cash provided by (used in) the following activities: | | |
| Operating activities | | |
| Net income (loss) for the period | \$ 662 | \$ (2,349) |
| Items not involving cash: | | |
| Amortization and depletion | 907 | 743 |
| Deferred income taxes | 719 | 390 |
| Foreign exchange loss | 525 | 1,278 |
| Gain on derivative liability | (163) | (29) |
| Amortization of deferred financing fees and accretion | 71 | 70 |
| Stock based compensation expense | 92 | 20 |
| | <u>2,813</u> | <u>123</u> |
| Net change in non-cash working capital (Note 8) | <u>(5,855)</u> | <u>(2,103)</u> |
| Net cash used in operating activities | <u>(3,042)</u> | <u>(1,980)</u> |
| Investing activities | | |
| Exploration and evaluation expenditures | (394) | (680) |
| Purchase of property, plant and equipment | (238) | (2,988) |
| Net cash used in investing activities | <u>(632)</u> | <u>(3,668)</u> |
| Financing activities | | |
| Proceeds from long term debt (Note 6) | <u>2,000</u> | <u>4,000</u> |
| Effect of exchange rate changes on cash | <u>(43)</u> | <u>(52)</u> |
| Net decrease in cash | (1,717) | (1,700) |
| Cash, beginning of period | <u>2,091</u> | <u>2,721</u> |
| Cash, end of period | <u>\$ 374</u> | <u>\$ 1,021</u> |

See accompanying notes to the unaudited condensed consolidated interim financial statements.



CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited - in thousands of United States dollars)

| | Number of shares | Share capital | Contributed surplus | Accumulated other comprehensive loss | Deficit | Total equity |
|-----------------------------------|---------------------|------------------|------------------------|---|-------------|--------------|
| Balance at October 1, 2015 | 162,222,003 | \$ 132,684 | \$ 6,528 | \$ (14,630) | \$ (20,726) | \$ 103,856 |
| Net loss | - | - | - | - | (2,349) | (2,349) |
| Other comprehensive income | - | - | - | 426 | - | 426 |
| Stock-based compensation (Note 7) | - | - | 37 | - | - | 37 |
| Balance at December 31, 2015 | 162,222,003 | \$ 132,684 | \$ 6,565 | \$ (14,204) | \$ (23,075) | \$ 101,970 |
| Balance at October 1, 2016 | 171,376,481 | \$ 140,885 | \$ 6,994 | \$ (18,518) | \$ (41,263) | \$ 88,098 |
| Net income | - | - | - | - | 662 | 662 |
| Other comprehensive loss | - | - | - | (333) | - | (333) |
| Stock-based compensation (Note 7) | - | - | 98 | - | - | 98 |
| Balance at December 31, 2016 | 171,376,481 | \$ 140,885 | \$ 7,092 | \$ (18,851) | \$ (40,601) | \$ 88,525 |

See accompanying notes to the unaudited condensed consolidated interim financial statements.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the quarter ended December 31, 2016

(Unaudited – in thousands of United States dollars unless otherwise stated)

1. NATURE 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 Corporation’s common shares are listed on the Toronto Stock Exchange trading under the symbol GGD. The condensed consolidated interim financial statements of the Corporation comprise the Corporation and its subsidiaries. The principal business of the Corporation is the exploration, development, and production of gold and silver primarily in Mexico.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards applicable to a going concern, which assumes 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. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. These condensed consolidated interim financial statements do not give effect to the adjustments necessary to the carrying values and classification of assets and liabilities should the Corporation be unable to continue as a going concern.

The Corporation’s senior revolving credit facility has financial covenants (see Note 6), which are dependent on the financial results of the Corporation. Should the Corporation not achieve planned financial results, it may violate one or more covenants. The Corporation has been able to arrange for amendments to financial covenants during the current quarter in order to remain in compliance with the terms of the facility. In the event the Corporation violates any of the covenants under the credit facility and is unable to obtain amendments or waivers from the lenders in the future, its ability to borrow funds may be restricted or the lenders may demand repayment.

2. BASIS OF PREPARATION

a) Statement of compliance

These condensed consolidated interim financial statements are prepared in accordance with IAS 34, Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”). These condensed consolidated interim financial statements were prepared using the same accounting policies and methods of computation, and are subject to the same use of estimates and judgments, as the Corporation’s consolidated financial statements for the year ended September 30, 2016.

These condensed consolidated interim financial statements do not include all disclosures required by International Financial Reporting Standards (“IFRS”) for annual consolidated financial statements and accordingly should be read in conjunction with the Corporation’s audited consolidated financial statements for the year ended September 30, 2016 prepared in accordance with IFRS as issued by the IASB.

b) Accounting changes

The Corporation has not adopted any new accounting standards or amendments to accounting standards in the current fiscal period.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited – in thousands of United States dollars unless otherwise stated)

3. INVENTORIES

| | <u>December 31, 2016</u> | <u>September 30, 2016</u> |
|--------------------------|--------------------------|---------------------------|
| Current: | | |
| Supplies inventory | \$ 756 | \$ 715 |
| In process inventory | 17,442 | 22,912 |
| Finished goods inventory | 268 | 564 |
| | <u>18,446</u> | <u>24,191</u> |
| Long term: | | |
| In process inventory | 12,880 | 3,987 |
| | <u>\$ 31,346</u> | <u>\$ 28,178</u> |

The amount of inventory included in cost of sales for the three months ended December 31, 2016 was \$2,773 (three months ended December 31, 2015 – \$1,433).

4. PROPERTY, PLANT AND EQUIPMENT

| Cost | <u>Plant & Equipment</u> | <u>Mining Properties</u> | <u>Total</u> |
|------------------------------------|----------------------------------|--------------------------|-------------------------|
| At September 30, 2016 | \$ 39,670 | \$ 56,654 | \$ 96,324 |
| Additions | 226 | 12 | 238 |
| Reclamation obligation adjustments | - | (97) | (97) |
| Foreign exchange adjustments | - | (28) | (28) |
| At December 31, 2016 | <u>\$ 39,896</u> | <u>\$ 56,541</u> | <u>\$ 96,437</u> |
| Accumulated Amortization | | | |
| At September 30, 2016 | \$ 9,318 | \$ 3,821 | \$ 13,139 |
| Amortization and depletion | 678 | 419 | 1,097 |
| Foreign exchange adjustments | - | (1) | (1) |
| At December 31, 2016 | <u>\$ 9,996</u> | <u>\$ 4,239</u> | <u>\$ 14,235</u> |
| Carrying Value | | | |
| At September 30, 2016 | \$ 30,352 | \$ 52,833 | \$ 83,185 |
| At December 31, 2016 | <u>\$ 29,900</u> | <u>\$ 52,302</u> | <u>\$ 82,202</u> |

For the three months ended December 31, 2016, additions to amortization and depletion include amounts of \$190 (three months ended December 31, 2015 - \$847) which are capitalized to in process inventory.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited – in thousands of United States dollars unless otherwise stated)

5. EXPLORATION AND EVALUATION ASSETS

| Cost | San Diego | Santa Gertrudis | Total |
|------------------------------|---------------|------------------|------------------|
| At September 30, 2016 | \$ 213 | \$ 17,897 | \$ 18,110 |
| Additions | 6 | 401 | 407 |
| Foreign exchange adjustments | (13) | (1,132) | (1,145) |
| At December 31, 2016 | \$ 206 | \$ 17,166 | \$ 17,372 |

6. LONG TERM DEBT

Long term debt consists of a \$50,000 senior revolving credit facility which was entered into on July 21, 2015 with a Canadian chartered bank (“the Bank”). The facility bears interest at LIBOR plus 2.00% to 3.25%, depending on the leverage ratio of the Corporation, matures on July 21, 2018, and may be extended upon mutual agreement by both parties. No principal payments under the facility are due until the maturity date. The credit facility is secured by a first charge over all the Corporation’s assets.

The credit facility has covenants that include a debt leverage ratio (for which debt is compared to EBITDA as defined in the credit facility agreements; excluding most significant non-cash and non-recurring items), an interest coverage ratio (defined as the ratio of EBITDA to interest expense), and a minimum level of tangible net worth of \$65.6 million plus 50% of aggregate net income from April 1, 2015 and onward.

On December 18, 2015 and June 29, 2016, the Bank amended the credit facility to adjust the financial covenants to modify certain ratios to coincide with the ramp up of the Corporation’s production. On May 10, 2016 the Bank amended the credit facility to reduce the tangible net worth covenant requirement by the amount of an impairment taken on the San Diego property. On November 17, 2016, the Bank amended the credit facility by resetting the rolling four quarters as of December 31, 2016 in the calculation of the debt leverage ratio and interest coverage ratio. For the quarter ending December 31, 2016, the calculation is based on the current quarter’s EBITDA and multiplied by four, for the quarter ending March 31, 2017, the calculation will be based on the year to date EBITDA multiplied by two, and for the quarter ending June 30, 2017, the calculation will be based on the year to date EBITD multiplied by four and divided by three.

The Corporation is required to ensure at all times that the debt leverage ratio, determined on a rolling four quarter basis, does not exceed 3.5 to 1, and the interest coverage ratio, defined as the ratio of EBITDA to interest expense, determined on a rolling four quarter basis equals or exceeds 4.5 to 1. At December 31, 2016, the Corporation was in compliance with the financial covenants of the credit facility.

During the three months ended December 31, 2016, the Corporation drew \$2,000 (2015 - \$4,000) under the facility. As of December 31, 2016, the Corporation had drawn \$37,500 (September 30, 2016 - \$35,500). In the event the Corporation is not in compliance with any of the covenants under the credit facility, its ability to borrow funds may be restricted or the Bank may demand repayment.

Subsequent to quarter end, the Corporation drew an additional \$5,000 on the facility.

Finance costs for the three months ended December 31, 2016 include interest expense of \$400 (2016 – \$287).

7. SHARE CAPITAL

(a) Authorized

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



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited – in thousands of United States dollars unless otherwise stated)

(b) Issued

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

| | Shares | Value |
|----------------------------------|--------------------|-------------------|
| Balance September 30, 2015 | 162,222,003 | \$ 132,684 |
| No transactions | - | - |
| Balance December 31, 2015 | 162,222,003 | \$ 132,684 |
| Balance September 30, 2016 | 171,376,481 | \$ 140,885 |
| No transactions | - | - |
| Balance December 31, 2016 | 171,376,481 | \$ 140,885 |

The weighted average number of common shares outstanding for the three months ending December 31, 2016 was 171,376,481 (2014 – 162,222,003).

(c) 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. 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).

Under the Plan, the terms and conditions of each grant of options are determined by the Board of Directors. Options are granted at a price no lower than the market price of the common shares as defined in the Plan which is the five day weighted average of the Corporation’s common shares prior to the date of grant rounded up to the nearest cent. Options granted under the Plan typically vest over a 3 year period, although the vesting period is at the Board of Directors’ discretion.

The changes in incentive stock options during the three months ended December 31, 2016 and December 31, 2015 were as follows:

| | December 31, 2016 | | December 31, 2015 | |
|-----------------|-----------------------------------|---------------------------------------|-----------------------------------|---------------------------------------|
| | Number of incentive options | Weighted average exercise price | Number of incentive options | Weighted average exercise price |
| Opening balance | 4,025,000 | CAD \$ 1.33 | 3,365,000 | CAD \$ 1.26 |
| Granted | - | - | 1,675,000 | 1.20 |
| Closing balance | 4,025,000 | CAD \$ 1.33 | 5,040,000 | CAD \$ 1.24 |
| Exercisable | 2,750,000 | CAD \$ 1.36 | 2,790,000 | CAD \$ 1.23 |



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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The following table summarizes information concerning outstanding and exercisable incentive stock options at December 31, 2016:

| Expiry date | Outstanding | | Exercisable | |
|--------------------|-------------------|-------------------------|-------------------|-------------------------|
| | Number of options | Exercise price (CAD \$) | Number of options | Exercise price (CAD \$) |
| February 7, 2017 | 325,000 | 1.53 | 325,000 | 1.53 |
| July 9, 2017 | 100,000 | 1.60 | 66,667 | 1.60 |
| August 20, 2017 | 325,000 | 1.54 | 325,000 | 1.54 |
| September 17, 2017 | 150,000 | 1.60 | 150,000 | 1.60 |
| October 9, 2017 | 350,000 | 1.40 | 350,000 | 1.40 |
| March 1, 2018 | 150,000 | 1.26 | 150,000 | 1.26 |
| May 16, 2018 | 125,000 | 1.30 | 125,000 | 1.30 |
| December 9, 2018 | 400,000 | 1.00 | 400,000 | 1.00 |
| February 12, 2019 | 100,000 | 1.50 | 66,667 | 1.50 |
| March 17, 2019 | 325,000 | 1.60 | 216,666 | 1.60 |
| July 9, 2019 | 50,000 | 1.60 | 33,333 | 1.60 |
| December 23, 2020 | 1,625,000 | 1.20 | 541,667 | 1.20 |
| | <u>4,025,000</u> | <u>CAD \$ 1.33</u> | <u>2,750,000</u> | <u>CAD \$ 1.36</u> |

The compensation cost for the 1,675,000 incentive stock options granted during the three months ended December 31, 2015 were 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:

| | |
|--|---------------|
| Option grant date | Dec. 23, 2015 |
| Exercise price | CAD \$ 1.20 |
| Risk-free rate | 0.62% |
| Expected volatility of share price | 47.83% |
| Expected dividend yield | 0.00% |
| Expected life of each option | 3.5 years |
| Weighted average grant date fair value | CAD \$ 0.39 |

The expected volatility was determined based on the historical share price volatility from the date of the grant over a period of time equal to the expected life of the option. The expected forfeiture rate was nil. There were no options granted during the three months ended December 31, 2016.

The Corporation has recorded total share based compensation during the quarter ended December 31, 2016 of \$98 (2015 - \$37), which has been recorded as compensation expense of \$92 (2015 - \$20) and as additions to exploration and evaluation assets of \$6 (2015 - \$17).

(d) Deferred share units

On March 24, 2016 the Corporation approved a deferred share unit (“DSU”) plan as an alternative form of compensation for employees, officers, and directors of the Corporation. Each DSU entitles the participant to receive one common share of the Corporation issued from treasury upon redemption. The maximum number of common shares that are issuable under the DSU plan is 5,000,000, and when combined with the incentive stock option plan shall not exceed 10% of the issued and outstanding common shares. As of December 31, 2016 no DSUs were issued or outstanding.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the quarter ended December 31, 2016

(Unaudited – in thousands of United States dollars unless otherwise stated)

(e) Warrants

On June 7, 2016, in connection with a bought deal financing, the Corporation issued 4,280,539 warrants with an exercise price of CAD \$1.70 and an expiration date of June 7, 2018. On July 12, 2016, 200,000 warrants with an exercise price of CAD \$1.50 and an expiration date of June 30, 2018 were issued. The fair value of the warrants was determined using the Black-Scholes pricing model.

The warrants which were issued on June 7, 2016 are publicly traded on the Toronto Stock Exchange under the symbol GGD.WT, and at December 31, 2016 the market price was \$0.095.

The warrants balances during the three months ended December 31, 2016 and December 31, 2015 were as follows:

| | December 31, 2016 | | | December 31, 2015 | | |
|-----------------|--------------------|---------------------------------|------------------------------------|--------------------|---------------------------------|------------------------------------|
| | Number of warrants | Weighted average exercise price | Remaining contractual life (years) | Number of warrants | Weighted average exercise price | Remaining contractual life (years) |
| Opening balance | 4,480,539 | CAD \$ 1.69 | 1.70 | - | - | - |
| No transactions | - | - | - | - | - | - |
| Closing balance | 4,480,539 | 1.69 | 1.70 | - | - | - |
| Exercisable | 4,480,539 | CAD \$ 1.69 | 1.70 | - | - | - |

(f) Earnings (loss) per share

Basic earnings (loss) 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 December 31, 2016, nil options (2015 – 5,040,000) and nil warrants (2015 – nil) were excluded from the computation of diluted loss per share because their effect would have been anti-dilutive.

8. SUPPLEMENTAL CASH FLOW INFORMATION

Change in non-cash operating working capital:

| | Three months ended December 31, 2016 | Three months ended December 31, 2015 |
|--------------------------|---|---|
| Trade receivables | \$ (1,628) | \$ 55 |
| Input tax recoverable | (220) | (1,034) |
| Prepaid expenses | (43) | 95 |
| Inventories | (2,978) | (2,163) |
| Trade and other payables | (986) | 888 |
| Income taxes payable | - | 56 |
| | <u>\$ (5,855)</u> | <u>\$ (2,103)</u> |

9. SEGMENTED INFORMATION

The Corporation's reportable segments are consistent with the Corporation's geographic regions in which the Corporation operates. In determining the Corporation's segment structure, the Corporation considered the basis on which management reviews the financial and operational performance and whether any of the Corporation's mining operations share similar



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economic, operational and regulatory characteristics. The Corporation aggregates San Diego, Santa Gertrudis, and the Parral projects as the Mexico segment and the Corporation's corporate offices as the Canadian segment.

The following table presents information about reportable segments:

| | Mexico | Canada | Total |
|---|------------|----------|------------|
| For the three months ended December 31, 2016: | | | |
| Depreciation | \$ 907 | \$ - | \$ 907 |
| Segment net income (loss) | 3,215 | (2,553) | 662 |
| Expenditures on non-current assets | 632 | - | 632 |
| For the three months ended December 31, 2015: | | | |
| Depreciation | \$ 743 | \$ - | \$ 743 |
| Segment net income (loss) | 201 | (2,648) | (2,447) |
| Expenditures on non-current assets | 3,668 | - | 3,668 |
| Reportable segment assets (December 31, 2016) | \$ 141,637 | \$ 102 | \$ 141,739 |
| Reportable segment liabilities (December 31, 2016) | 15,006 | 38,208 | 53,214 |
| Reportable segment assets (September 30, 2016) | \$ 138,656 | \$ 1,994 | \$ 140,651 |
| Reportable segment liabilities (September 30, 2016) | 15,971 | 36,582 | 52,553 |

Included in segment net loss in Canada for the three months ended December 31, 2016 are foreign exchange losses of \$826 (2015 - \$1,168).

10. FINANCIAL INSTRUMENTS

(a) Fair value of financial instruments:

The fair values of the Corporation's financial instruments are considered to approximate the carrying amounts. Levels 1 to 3 are defined based on the degree to which fair value inputs are observable or unobservable, as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 inputs are based on inputs which have a significant effect on fair value that are observable, either directly or indirectly from market data; and
- Level 3 inputs are unobservable (supported by little or no market activity).

The following table provides the disclosures of the fair value and the level in the hierarchy for financial instruments valued at fair value through profit or loss.

| | December 31, 2016 | | September 30, 2016 | |
|------------------------|-------------------|---------|--------------------|---------|
| | Level 1 | Level 2 | Level 1 | Level 2 |
| Cash | \$ 374 | - | \$ 2,091 | - |
| Derivative liabilities | - | \$ 701 | - | \$ 867 |

For derivative contracts, the Corporation obtains a valuation of the contracts from counterparties of those contracts or performs valuations internally. The Corporation assesses the reasonableness of these valuations through internal methods and third party valuations. The Corporation then calculates a debt valuation adjustment or a credit valuation adjustment by considering the risk of nonperformance by the counterparties and the Corporation's own credit risk. Valuations are based on forward rates



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considering the market price, rate of interest and volatility, and take into account the credit risk of the financial instrument, and are therefore classified within Level 2 of the fair value hierarchy.

(b) Capital management:

The Corporation's objective when managing capital is to maintain adequate levels of funding to support the acquisition, exploration and development of resource properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing and debt. 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 high interest savings accounts.

The capital of the Corporation consists of items included in shareholders' equity and debt, net of cash as follows:

| | <u>December 31, 2016</u> | <u>September 30, 2015</u> |
|----------------------|--------------------------|---------------------------|
| Shareholders' equity | \$ 88,525 | \$ 88,098 |
| Long term debt | 37,146 | 35,077 |
| | <u>125,671</u> | <u>123,175</u> |
| Less: cash | (374) | (2,091) |
| | <u>\$ 125,297</u> | <u>\$ 121,084</u> |

(c) Financial risks:

The Corporation's financial risk exposures and the impact on the Corporation's financial instruments are summarized below:

Commodity price risk

The profitability of the Corporation's mining operations will be significantly affected by changes in the market price for gold and silver ("Metal"). Metal prices fluctuate on a daily basis and are affected by numerous factors beyond the Corporation's control. The supply and demand for Metal, the level of interest rates, the rate of inflation, investment decisions by large holders of Metal, including governmental reserves, and the stability of exchange rates can all cause significant fluctuations in Metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems, and political developments.

Credit Risk

The Corporation's credit risk is primarily attributable to cash, input tax recoverable and trade receivables. Input tax recoverable consists of harmonized sales tax due from the Federal Government of Canada of \$64 and value added tax from the Federal Government of Mexico of \$8,079. Exposure on trade receivables is limited as all receivables are collected within 10 business days and are with customers who the Corporation has strong working relationships with. Management believes the risk of loss with respect to financial instruments consisting of cash, input tax recoverable and trade receivables to be low.

Foreign Currency Risk

The Corporation's major purchases are transacted in Canadian dollars, US dollars, and Mexican Pesos. The Corporation funds certain operations, exploration and administrative expenses in Mexico using US dollar and Mexican Peso currency converted from its Canadian and US dollar bank accounts held in Canada. As GoGold Resources Inc., the parent corporation, has a functional currency of Canadian dollars, net liabilities held in US dollars are affected by foreign exchange fluctuations and will affect the Corporation's net loss. At December 31, 2016, GoGold Resources Inc. had net monetary liabilities in US dollars of \$37,211 (September 30, 2016 – \$33,477), for which a 10% change in US exchange rates would affect net loss by approximately \$3,721, which would then be offset by a corresponding change recorded through foreign currency translation differences recorded through other comprehensive income. At December 31, 2016, the Corporation had net monetary liabilities in Mexican Pesos of approximately \$2,423 (September 30, 2016 - \$2,476), for which a 10% change in Mexican Peso exchange rates would change net loss by approximately \$242.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the quarter ended December 31, 2016

(Unaudited – in thousands of United States dollars unless otherwise stated)

Interest Rate Risk

The Corporation has cash balances and interest-bearing debt. The Corporation's current policy is to invest excess cash in Canadian bank high interest savings accounts. The long term debt as detailed in Note 6 bears interest based on the LIBOR rate, for which a 1% increase or decrease would result in an increase or decrease of annual interest expense of \$375.

Liquidity Risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2016, the Corporation had cash balances of \$374 (September 30, 2016 - \$2,091) for settling current liabilities of \$11,977 (September 30, 2016 - \$48,703). Current liabilities at September 30, 2016 included \$35,077 of debt which was classified as current at September 30, 2016 as the Corporation was in violation of a covenant at that date. As the covenants were met at December 31, 2016, the debt has been reclassified as long term.

The Corporation's senior revolving credit facility has financial covenants (see Note 6), which are dependent on the financial results of the Corporation. Should the Corporation not achieve planned financial results, it may violate one or more covenants. The Corporation has been able to arrange for amendments to financial covenants during the current quarter in order to remain in compliance with the terms of the facility. In the event the Corporation violates any of the covenants under the credit facility and is unable to obtain amendments or waivers from the lenders in the future, its ability to borrow funds may be restricted or the lenders may demand repayment.

(d) Derivatives:

As at December 31, 2016, the Corporation held foreign exchange option contracts to protect against the risk of the Mexican Peso ("MXN") strengthening against the USD within a certain range. The option contracts settle monthly and are for the purchase of 10,000,000 MXN per month and the sale of USD at a call option price of \$1.00 USD to 19.00 MXN and a put option of \$1.00 USD to 20.26 MXN. The contracts were entered into on September 16, 2016 and began on October 1, 2016 and expire on September 29, 2017. The Corporation had similar contracts during the prior year for the purchase of 8,000,000 MXN per month and the sale of USD at a call option price of \$1.00 USD to 15.80 MXN and a put option of \$1.00 USD to 17.01 MXN which began on September 1, 2015 and expired on August 31, 2016. These contracts had a negative fair value of \$227 as of December 31, 2016 (September 30, 2016 - \$63), all of which has been recognized in net income.

The Corporation, through its subsidiary Coanzamex, has an agreement which was renegotiated in the three months ending December 31, 2015 and finalized in January 2016 with the Municipality of Parral, Mexico ("Town") to mine and process tailings material for precious metal recovery. With the renegotiated agreement, the Corporation eliminated a 12% net profit royalty and increased the monthly royalty payment from \$30 to a \$48 per month to the Town which increases based on the market average silver price. As the monthly royalty payment increases based on the market average silver price, from a minimum of \$48 per month to a maximum of \$88 per month, this is accounted for as an embedded derivative liability. The fair value of the liability has been accounted for using a Monte Carlo simulation based on the spot price of silver at December 31, 2016 of \$16.24 (September 30, 2016 of \$19.48), as well as the historical volatility of silver market prices. The fair value of the liability under this method at December 31, 2016 was \$474 (September 30, 2016 - \$804).

11. COMMITMENTS

The following table summarizes the minimum future financial commitments over the next five years to keep the San Diego, Parral, and Santa Gertrudis projects in good standing:

| | 2017 | 2018 | 2019 | 2020 | 2020 |
|---|---------------|-----------------|-----------------|-----------------|-----------------|
| Land payments - San Diego | \$ 50 | \$ 50 | \$ - | \$ - | \$ - |
| Minimum royalty and land payments – Parral (Note 10 (d)) | 755 | 1,006 | 1,006 | 1,006 | 1,006 |
| Land payments - Santa Gertrudis | 180 | 180 | 180 | 180 | 180 |
| | \$ 955 | \$ 1,236 | \$ 1,186 | \$ 1,186 | \$ 1,186 |