GoGold Resources Inc

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

QUARTER ENDED

MARCH 31, 2015

(in thousands of United States Dollars unless stated otherwise)
(Unaudited)

GOGOLD RESOURCES INC

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited - in thousands of United States dollars)

	March 31 2015	September 30 2014 (Restated - Note 2)	October 1 2013 (Restated - Note 2)
ASSETS			
Current assets:			
Cash	**$ 5,610**	$ 3,412	$ 30,199
Trade receivables	**230**	1,288	-
Input tax recoverable	**5,015**	5,005	331
Prepaid expenses	**1,507**	1,453	94
Inventories (Note 4)	**6,408**	1,509	-
	18,770	12,667	30,624
Non-current assets:			
Property, plant and equipment (Note 5)	**80,228**	81,069	53,014
Exploration and evaluation assets (Note 6)	**39,725**	41,034	25,505
Total assets	**$ 138,723**	$ 134,770	$ 109,143
LIABILITIES			
Current liabilities:			
Trade and other payables	**$ 2,941**	$ 2,852	$ 1,582
Income taxes payable	**-**	134	-
Derivative liability	**-**	597	-
Current portion of long term debt (Note 7)	**13,047**	13,047	1,211
	15,988	16,630	2,793
Non-current liabilities:			
Long term debt (Note 7)	**12,359**	17,195	12,058
Derivative liability	**-**	-	377
Provision for site restoration	**1,340**	1,473	-
Deferred income taxes	**1,692**	1,977	15
Total liabilities	**31,379**	37,275	15,243
EQUITY			
Share capital (Note 8)	**132,654**	114,685	94,182
Contributed surplus	**6,994**	6,986	10,394
Accumulated other comprehensive loss	**(12,066)**	(9,532)	(2,985)
Deficit	**(20,238)**	(14,644)	(7,691)
Total equity	**107,344**	97,495	93,900
Total liabilities and equity	**$ 138,723**	$ 134,770	$ 109,143

Commitments (Note 12)
Going concern (Note 1)
Subsequent event (Note 8(e))

See accompanying notes to the unaudited condensed consolidated financial statements.

GoGold Resources Inc

Condensed Consolidated Statements of Operations and Comprehensive Loss

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

	Three months ended		Six months ended	
	March 2015	March 2014 *(Restated - see Note 2)*	**March 2015**	March 2014 *(Restated - see Note 2)*
Revenue from mining operations	**$ 39**	$ -	**$ 39**	$ -
Cost of sales:				
Production costs, except amortization and depletion	**17**	-	**17**	-
Amortization and depletion	**6**	-	**6**	-
	23	-	**23**	-
General and administrative	**1,054**	450	**2,047**	1,445
Operating loss	**(1,038)**	(450)	**(2,031)**	(1,445)
Gain (loss) on derivative liability	**(159)**	(364)	**220**	(287)
Foreign exchange loss	**(2,127)**	(152)	**(3,732)**	(85)
Interest expense	**(239)**	-	**(239)**	-
	(2,525)	(516)	**(3,751)**	(372)
Loss before income taxes	**(3,563)**	(966)	**(5,782)**	(1,817)
Deferred income tax (recovery) expense	**-**	-	**(188)**	1,868
Net loss for the period	**$ (3,563)**	$ (966)	**$ (5,594)**	$ (3,685)
Items which may subsequently be cycled through profit or loss:				
Foreign currency translation differences arising on translation of foreign subsidiaries	**431**	(1,989)	**(2,534)**	(4,238)
Total comprehensive loss for the period	**$ (3,132)**	$ (2,955)	**$ (8,128)**	$ (7,923)
Net loss per share basic and fully diluted (Note 8)	**$ (0.02)**	$ (0.01)	**$ (0.04)**	$ (0.03)
Weighted average number of common shares outstanding (Note 8)	**161,995,484**	134,997,535	**157,067,544**	133,973,010

See accompanying notes to the unaudited condensed consolidated financial statements.

GOGOLD RESOURCES INC

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited - in thousands of United States dollars)

For the 6 months ended	**March 31 2015**	March 31 2014 *(As Restated - See Note 2)*
Cash provided by (used in) the following activities:		
Operating activities		
Net loss for the period	**$ (5,594)**	$ (3,685)
Items not involving cash		
Stock based compensation	**161**	150
Deferred taxes	**(188)**	1,937
Amortization and depletion	**6**	25
Gain (loss) on derivative liability	**(220)**	287
Interest expense	**53**	-
Foreign exchange loss (gain)	**3,732**	85
	(2,050)	(1,201)
Net change in non-cash working capital	**(4,509)**	(1,100)
Net cash used in operating activities	**(6,559)**	(2,301)
Investing activities		
Exploration and evaluation expenditures	**(3,429)**	(2,038)
Net cash consideration on Animas acquisition	**-**	(3,971)
Purchase of property, plant and equipment, net of sales credits	**382**	(18,798)
Net cash used in investing activities	**(3,047)**	(24,807)
Financing activities		
Principal payments on senior secured debt (Note 7)	**(5,219)**	-
Proceeds from senior secured debt (Note 7)	**-**	15,063
Proceeds on exercise of warrants (Note 8)	**951**	-
Proceeds on exercise of options (Note 8)	**185**	-
Issuance of common shares (net of share issuance costs) (Note 8)	**16,224**	-
Net cash provided by financing activities	**12,141**	15,063
Net increase (decrease) in cash and cash equivalents	**2,535**	(12,045)
Foreign exchange impact on cash	**(337)**	(889)
Cash and cash equivalents, beginning of period	**3,412**	30,199
Cash and cash equivalents, end of period	**$ 5,610**	$ 17,265

See accompanying notes to the unaudited condensed consolidated financial statements.

GOGOLD RESOURCES INC

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited - in thousands of United States dollars – As Restated, See Note 2)

	Number of shares	Share capital	Contributed surplus	Accumulated other comprehensive loss	Surplus (Deficit)	Non-controlling interest	Total equity
Balance at October 1, 2013	132,981,894	$ 94,182	$ 10,394	$ (2,985)	$ (7,691)	$ -	$ 93,900
Net loss	-	-	-	-	(3,685)	-	(3,685)
Other comprehensive loss	-	-	-	(4,238)	-	-	(4,238)
Stock-based compensation (Note 8)	-	-	183	-	-	-	183
Acquisition of Animas Resources (Note 8)	5,786,841	5,805	-	-	-	1,953	7,758
Balance at March 31, 2014	138,768,735	$ 99,987	$ 10,577	$ (7,223)	$ (11,376)	$ 1,953	$ 93,918
Balance at October 1, 2014	147,831,030	$ 114,685	$ 6,986	$ (9,532)	$ (14,644)	$ -	$ 97,495
Net loss	-	-	-	-	(5,594)	-	(5,594)
Other comprehensive loss	-	-		(2,534)	-	-	(2,534)
Stock-based compensation (Note 8)	-	-	239	-	-	-	239
Warrant exercises (Note 8)	737,473	1,447	(118)	-	-	-	1,329
Option exercises (Note 8)	170,000	298	(113)	-	-	-	185
Shares issued, net of issuance costs (Note 8)	13,333,500	16,224	-	-	-	-	16,224
Balance at March 31, 2015	162,072,003	$ 132,654	$ 6,994	$ (12,066)	$ (20,238)	$ -	$ 107,344

See accompanying notes to the unaudited condensed consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

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 consolidated financial statements of the Corporation comprise the Corporation and its subsidiaries. The principal business of the Corporation is the discovery, exploration and development of gold, silver, and copper deposits 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 Company 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.

The Company's senior secured term loan contains a quarterly debt service covenant ratio, which, if not met would result in an event of default. On December 19, 2014, the parties signed a waiver and amending agreement that waived the quarterly debt service ratio covenant until the June 30, 2015 reporting period. If compliance is not met on the June 30, 2015 date, this would represent an event of default resulting in all amounts becoming due on June 30, 2015. There is no assurance that the Company will be in compliance with its covenants at June 30, 2015. If the Company's lenders were to demand repayment of outstanding amounts upon an event of default on June 30, 2015, the Company would not have sufficient funds to repay its obligations when due.

The above noted condition results in a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The condensed consolidated interim financial statements do not include adjustments to the carrying values and classifications of recorded assets and liabilities and related revenues and expenses that might be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION

a) Statement of compliance

These condensed consolidated financial interim statements are prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board (''IASB''). These statements were prepared using the same accounting policies, 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, 2014, except as noted in sections b), c) and d) below, as well as in note 3.

These condensed interim consolidated 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, 2014 prepared in accordance with IFRS as issued by the IASB.

b) Use of estimates and judgments

Identification of functional currency
The functional currency for each entity in the Group is the currency of the primary economic environment in which it operates. Determination of functional currency involves significant judgment in determining the primary economic environment by reviewing sources of financings, expenses, and capital items.

c) Change in functional and presentation currency

These condensed consolidated interim financial statements are presented in United States dollars ("US dollars"). The functional currency of GoGold Resources Inc. is the Canadian dollar. The functional currencies of the Corporation's foreign subsidiaries as of September 30, 2014 was the Mexican Peso. The Corporation determined that the functional currency of the foreign subsidiaries which operate the Parral tailings project changed from the Mexican Peso to the US dollar with effect from

October 1, 2014. The foreign subsidiaries included in the change of functional currency were Grupo Coanzamex, S.A. de C.V., Coanzamex Servicios S.A. de C.V., and Servicios de Procesamiento Manufactura y Logistica Coanzamex S.A. de C.V. In making this change in functional currency to the US dollar, the Corporation followed the guidance in IAS 21 *The Effects of Changes in Foreign Exchange Rates* and have applied the change prospectively with the October 1, 2014 statement of financial position translated at the October 1, 2014 exchange rate of 1 Mexican Peso = $0.07447 US Dollar. The change in functional currency was triggered by the ramp up to commercial production and transition of the project from the construction phase to the operations phase, which resulted in the primary economic environment of the Parral subsidiaries becoming predominantly the US dollar.

Commensurate with the change in functional currency, the Corporation changed its presentation currency from the Canadian dollar to the US dollar on October 1, 2014. The change in presentation currency is to better reflect the Corporation's business activities and to improve an investor's ability to compare the Corporation's financial results with other publicly traded businesses in the mining industry. In making this change in presentation currency to the US dollar, the Corporation followed the guidance in IAS 21, and has applied the change retrospectively as if the US dollar had always been the Corporation's presentation currency, as follows:

- Assets and liabilities have been translated into the US dollar at the rate of exchange prevailing at the respective reporting dates;
- The statements of comprehensive loss were translated at the average exchange rates for the respective reporting periods, or at the exchange rates prevailing at the applicable transaction date.
- Equity balances have been translated at the exchange rate prevailing at the date of the transactions; and
- Exchange differences arising on translation were recorded in accumulated other comprehensive income (loss) in shareholders' equity.

The Corporation has presented a third statement of financial position as at October 1, 2013 without the related notes except for the disclosure requirements outlined in IAS 1 *Presentation of Financial Statements*. In addition, certain of the comparative figures on the statement of operations were amended to conform to the current presentation.

The Company translates foreign operations into US dollars (the presentation currency) using the direct method.

d) Property, plant and equipment

Mining Properties

Mining properties include costs transferred from development assets once commercial production has been achieved for the area of interest, and mining properties also includes subsequent costs incurred in further developing the area of interest.

Depletion of mining properties 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 available to be mined by the current production equipment to the extent that such resources are considered to be economically recoverable.

3. ACCOUNTING CHANGES AND RECENT PRONOUNCEMENTS

The Corporation adopted the following accounting standards and amendments to accounting standards, effective October 1, 2014:

a) Levies

The IASB issued IFRIC 21, Levies in May 2013, which provides guidance on accounting for levies in accordance with the requirements of IAS 37, Provisions, Contingent Liabilities and Contingent Assets. The interpretation defines a levy as an outflow from an entity imposed by a government in accordance with legislation and confirms that an entity recognizes a liability for a levy only when the triggering event specified in the legislation occurs. There was no impact on the Corporation's consolidated financial statements upon the adoption of this standard.

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

b) Recoverable amount disclosures for non-financial assets

In May 2013 the IASB issued amendments to IAS 36 to reverse the unintended requirement in IFRS 13 Fair Value Measurement, to disclose the recoverable amount of every cash-generating unit to which significant goodwill or indefinite lived intangible assets have been allocated. Under the amendments, recoverable amount is required to be disclosed only when an impairment loss has been recognized or reversed. There was no impact on the Corporation's consolidated financial statements upon the adoption of this standard.

A number of new standards, and amendments to standards and interpretations under IFRS, are not yet effective for the year ending September 30, 2015, and have not been applied in preparing these consolidated financial statements.

a) Revenue from Contracts with Customers

On May 28, 2014 the IASB issued IFRS 15 Revenue from Contracts with Customers. The new standard is effective for fiscal years ending on or after December 31, 2017 and is available for early adoption. IFRS 15 will replace IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfer of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services. The standard contains a single model that applies to contracts with customers and two approaches to recognising revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs. The Corporation intends to adopt IFRS 15 in its financial statements for the annual period beginning on October 1, 2017. The extent of the impact of adoption of the standard has not yet been determined.

b) Financial instruments

IFRS 9, Financial Instruments, will replace IAS 39, Financial Instruments: Recognition and Measurement, and some of the requirements of IFRS 7, Financial Instruments: Disclosures. The objective of IFRS 9 is to establish principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. The IASB has determined the revised effective date for IFRS 9 will be for annual periods beginning on or after January 1, 2018. The Corporation will evaluate the impact of the change to the consolidated financial statements based on the characteristics of financial instruments outstanding at the time of adoption.

4. INVENTORIES

	March 31, 2015	*(As Restated – Note 2)* **September 30, 2014**
Supplies inventory	$ 520	$ 305
Ore in process inventory	5,039	1,204
Finished goods inventory	849	-
	$ 6,408	$ 1,509

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

5. PROPERTY, PLANT AND EQUIPMENT

Cost	Plant & Equipment	Mining Properties	Development Assets	Total
At September 30, 2014 *(Restated – Note 2)*	$ 307	$ -	$ 80,882	$ 81,189
Additions, net of metal sales	217	-	(294)	(77)
Foreign exchange adjustments	(26)	-	-	(26)
Reclassifications	26,145	54,443	(80,588)	-
At March 31, 2015	**$ 26,643**	**$ 54,443**	**$ -**	**$ 81,086**
Accumulated Amortization				
At September 30, 2014 *(Restated – Note 2)*	$ 120	$ -	$ -	$ 120
Amortization and depletion	500	238	-	738
Foreign exchange adjustments	-	-	-	-
At March 31, 2015	**$ 620**	**$ 238**	**$ -**	**$ 858**
Carrying Value				
At September 30, 2014 *(Restated – Note 2)*	$ 187	$ -	$ 80,882	$ 81,069
At March 31, 2015	**$ 26,023**	**$ 54,205**	**$ -**	**$ 80,228**

The Parral Tailings project achieved commercial production on March 1, 2015, resulting in a reclassification from development assets to plant and equipment of $26,145 and mining properties of $54,443. Included in current year additions to development assets is capitalized interest of $1,301 (2014 - $608) related to the construction of the Parral Tailings project. Metal sales of $5,876 (2014 - $Nil) which occurred prior to achieving commercial production have been recorded as an offset to additions to development assets. Current year additions to amortization and depletion include amounts of $732 (2014 - $Nil) which has been capitalized to ore in process inventory.

6. EXPLORATION AND EVALUATION ASSETS

Cost	San Diego	Santa Gertrudis	Total
At September 30, 2014 *(Restated – Note 2)*	$ 25,029	$ 16,005	$ 41,034
Additions	330	3,177	3,507
Foreign exchange adjustments	(2,797)	(2,019)	(4,816)
At March 31, 2015	**$ 22,562**	**$ 17,163**	**$ 39,725**

7. LONG TERM DEBT

	March 31, 2015	*(As Restated – Note 2)* **September 30, 2014**
Senior secured debt	$ 25,406	$ 30,242
Less: current portion	(13,047)	(13,047)
	$ 12,359	$ 17,195

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

Orion Mine Finance ("Orion") has provided the Corporation with $30-million in senior secured debt, the proceeds were received in a $15-million tranche in September 2013 and a $15-million tranche in February 2014. The debt bears interest at London interbank offered rate (LIBOR) plus 6.5 per cent, with a minimum rate of 7.5%, with the principal repayable in quarterly instalments over a three-year period commencing in September 2014. On September 30, 2014 an amending agreement between the Corporation and Orion was signed which deferred the first principal payment to September 30, 2015, with no other principal payments amended. At March 31, 2015, the minimum rate of 7.5% would apply which after taking into consideration all associated financing costs, results in an effective interest rate on the debt of 10.3%. The debt is secured by a first charge over all Company assets. Estimated remaining principal repayments due to maturity on the long-term debt are $13,047 within one year, $10,437 in the second year, and $1,922 in the third year.

The Corporation and Orion Mine Finance also entered into a definitive off-take agreement, together with the Corporation's indirect wholly owned subsidiary, Grupo Coanzamex SA de CV ("Coanzamex"). Under the off-take agreement, Coanzamex has agreed to sell and Orion Mine Finance has agreed to purchase all of the refined gold and refined silver produced from the Parral Tailings Project, up to an aggregate of 180,000 ounces of refined gold and 18 million ounces of refined silver.

On December 19, 2014, the parties signed a waiver and amending agreement that waives the quarterly debt service ratio covenant until the June 30, 2015 reporting period. Management is currently assessing its expected ability to meet the debt service covenant ratio as of June 30, 2015 and identifying remedial actions it may take prior to June 30, 2015 to avoid a breach if necessary. In addition, a November 2014 debt covenant related to the declaration of commercial production was in breach, which was remedied by obtaining an amendment on December 19, 2014 from Orion deferring the requirement for certain production metrics to be met to January 2015. This covenant was satisfied as of December 31, 2014. In exchange for receiving the waivers and amendments, the Corporation increased the aggregate ounces by 30,000 ounces of refined gold and 3 million ounces of refined silver to the quantities disclosed in the preceding paragraph.

8. 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:

	Shares	Value
Balance September 30, 2013 *(As Restated – Note 2)*	132,981,894	$ 94,182
Shares issued for Animas shares	5,121,960	4,907
Shares issued for Animas warrants	664,881	898
Balance March 31, 2014 *(As Restated – Note 2)*	138,768,735	$ 99,987
Balance September 30, 2014 *(As Restated – Note 2)*	147,831,030	$ 114,685
Shares issued, net of issuance costs	13,333,500	16,224
Shares issued for exercise of options	170,000	298
Shares issued for exercise of warrants	737,473	1,447
Balance March 31, 2015	162,072,003	$ 132,654

On December 3, 2014, the Corporation closed a bought deal whereby a syndicate of underwriters purchased 13,333,500 common shares of the Corporation at a price of $1.50 CAD per share for net proceeds, after share issuance costs, to the Corporation of $16.2 million.

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

The weighted average number of common shares outstanding for the three months ending March 31, 2015 was 161,995,484 (March 31, 2014 – 134,997,535) and for the six months ending March 31, 2015 was 157,067,544 (March 31, 2014 – 133,973,010).

(c) Finder's stock options

The changes in finder's options during the six months ended March 31, 2015 and March 31, 2014 were as follows, all exercise prices are denoted in Canadian Dollars ("CAD"):

	March 31, 2015			March 31, 2014		
	Number of finder's options	Weighted average exercise price	Remaining contractual life (years)	Number of finder's options	Weighted average exercise price	Remaining contractual life (years)
Opening balance	170,000	CAD $ 1.25	0.23	170,000	CAD $ 1.25	1.25
Exercised	(170,000)	1.25	0.23	-	-	-
Closing balance	-	-	-	170,000	1.25	0.73
Exercisable	-	-	-	170,000	CAD $ 1.25	0.73

The market price on the exercise date was CAD $1.50.

(d) 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. 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 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 incentive stock options during the six months ended March 31, 2015 and March 31, 2014 were as follows:

	March 31, 2015		March 31, 2014	
	Number of incentive options	Weighted average exercise price	Number of incentive options	Weighted average exercise price
Opening balance	3,515,000	CAD $ 1.22	3,690,000	CAD $ 0.83
Granted	-	-	875,000	1.28
Exercised	-	-	-	-
Closing balance	3,515,000	CAD $ 1.22	4,565,000	CAD $ 0.92
Exercisable	2,581,667	CAD $ 1.18	3,162,917	CAD $ 0.73

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

The following table summarizes information concerning outstanding and exercisable finder's and incentive stock options at March 31, 2015:

	Outstanding		**Exercisable**	
Expiry date	Number of options	Exercise price	Number of options	Exercise price
July 26, 2015	150,000	CAD $ 0.30	150,000	CAD $ 0.30
February 15, 2016	80,000	0.80	80,000	0.80
July 8, 2016	835,000	0.90	835,000	0.90
February 7, 2017	325,000	1.53	325,000	1.53
July 9, 2017	100,000	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	233,333	1.40
March 1, 2018	150,000	1.26	150,000	1.26
May 16, 2018	125,000	1.30	41,667	1.30
December 9, 2018	450,000	1.00	150,000	1.00
February 12, 2019	100,000	1.50	33,333	1.50
March 17, 2019	325,000	1.60	108,333	1.60
July 9, 2019	50,000	1.60	-	-
	3,515,000	CAD $ 1.22	2,581,667	CAD $ 1.18

There were no stock options granted for the six months ended March 31, 2015. On January 22, 2015 an agreement was entered into which extended stock options which were set to expire on February 7, 2015 to February 7, 2017. The options' fair value was reassessed both immediately preceding the extension and after the extension, with the resulting charge of $93 recorded through stock based compensation. The Black-Sholes option pricing model was used with the following assumptions:

	Before Extension	After Extension
Exercise price	CAD $ 1.53	CAD $ 1.53
Risk-free rate	0.46%	0.46%
Expected volatility of share price	48.0%	48.0%
Expected dividend yield	0.00%	0.00%
Expected life of each option	0.04 years	2.04 years
Weighted average grant date fair value	USD $ 0.05	USD $ 0.34
Increase in value (325,000 options)		$ 93

The compensation charges for the outstanding incentive stock options granted during the six months ended March 31, 2014 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. 9, 2013	Feb. 12, 2014	Mar. 17, 2014
Exercise price	CAD $ 1.00	CAD $ 1.50	CAD $ 1.60
Risk-free rate	1.82%	1.34%	1.31%
Expected volatility of share price	69.6%	63.1%	63.7%
Expected dividend yield	0.00%	0.00%	0.00%
Expected life of each option	5.0 years	3.5 years	3.5 years
Weighted average grant date fair value	CAD $ 0.50	$ 0.69	$ 0.70

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.

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

The Corporation has recorded total share based payments of $153 during the three months ended March 31, 2015 (three months ended March 31, 2014 - $100), which has been recorded as compensation expense amounting to $118 (2014 - $80) and as additions to exploration and evaluation assets of $35 (2014 -$20). During the six months ended March 31, 2015, the Corporation recorded total share based payments of $239 (six months ended March 31, 2014 – $183), which has been recorded as compensation expense amounting to $161 (2014 - $151) and as additions to exploration and evaluation assets of $78 (2014 – $31).

(e) Warrants

At March 31, 2015, the Corporation had 2,000,000 (2014 - 14,150,000) warrants outstanding, including 2,000,000 (2014 – 2,000,000) warrants with an exercise price of CAD $1.50 that expire on September 27, 2015 and nil (2014 -12,150,000) warrants with an exercise price of CAD $1.50 that expired on January 24, 2015.

The changes in warrants during the six months ended March 31, 2015 and March 31, 2014 were as follows:

	March 31, 2015			March 31, 2014		
	Number of warrants	Weighted average exercise price	Remaining contractual life (years)	Number of warrants	Weighted average exercise price	Remaining contractual life (years)
Opening balance	8,045,840	CAD $ 1.50	0.49	14,150,000	CAD $ 1.50	1.41
Exercised	737,473	1.50	0.16	-	-	-
Expired	5,308,367	1.50	-	-	-	-
Closing balance	2,000,000	CAD $ 1.50	0.50	14,150,000	1.50	0.92
Exercisable	2,000,000	CAD $ 1.50	0.50	14,150,000	CAD $ 1.50	0.92

The average market price on the days of exercise was CAD $1.63.

(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, 2015, 3,515,000 options (2014 – 4,735,000) and 2,000,000 (2014 – 14,150,000) warrants were excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive.

9. RELATED PARTY TRANSACTIONS

Included in general and administrative expense during the three and six months ended March 31, 2015 are insurance premiums amounting to $Nil and $Nil (2014 - $47 and $105) paid to a corporation where a significant interest was owned by a director of the Corporation. As the director ceased to own a significant interest in the corporation as of July 2, 2014, only insurance premiums paid up to this date are deemed a related party transaction.

10. 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 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 tables present information about reportable segments, with March 31, 2014 and September 30, 2014 amounts restated as per Note 2:

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

	Mexico	Canada	Total
For the three months ended March 31, 2015:			
Depreciation	$ 6	$ -	$ 6
Segment net income (loss)	(624)	(2,939)	(3,563)
Expenditures on non-current assets	1,640	-	1,640
For the three months ended March 31, 2014:			
Segment net loss	$ (32)	$ (933)	$ (966)
Expenditures on non-current assets	13,166	-	13,166
For the six months ended March 31, 2015:			
Depreciation	$ 6	$ -	$ 6
Segment net loss	(1,141)	(4,453)	(5,594)
Expenditures on non-current assets	3,047	-	3,047
For the six months ended March 31, 2014:			
Segment net loss	$ (1,901)	$ (1,784)	$ (3,685)
Expenditures on non-current assets	13,166	-	13,166
Reportable segment assets (March 31, 2015)	$ 133,815	$ 4,908	$ 138,723
Reportable segment liabilities (March 31, 2015)	5,506	25,873	31,379
Reportable segment assets (September 30, 2014)	$ 132,058	$ 2,712	$ 134,770
Reportable segment liabilities (September 30, 2014)	6,002	31,273	37,275

Included in segment net loss in Canada for the three and six months ended March 31, 2015 are foreign exchange losses of $1,748 and $2,899 (March 31, 2014 - $152 and $85).

11. 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:

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

	March 31, 2015	*(As Restated – Note 2)* September 30, 2014
	Level 1	Level 1
Cash	$ 5,610	$ 3,412

(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:

	March 31, 2015	*(As Restated – Note 2)* September 30, 2014
Shareholders' equity	$ 107,344	$ 97,495
Current and long-term debt	25,406	30,242
	132,750	127,737
Less: cash	(5,610)	(3,412)
	$ 127,140	$ 124,325

(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. Cash consists of funds on deposit in accounts with a Canadian Schedule I bank. Input tax recoverable consists of harmonized sales tax due from the Federal Government of Canada of $72 and value added tax from the Federal Government of Mexico of $4,942. Exposure on trade receivables is limited as all receivables are with Orion who has provided the Corporation with senior secured debt as detailed in Note 7. Management believes that the risk of loss with respect to financial instruments included in cash, input tax recoverable and trade receivables to be low.

Foreign Currency Risk
The Corporation's major purchases are transacted in Canadian, US dollars, and Mexican Pesos. The Corporation funds certain operations, exploration and administrative expenses in Mexico on a cash call basis using US dollar and Mexican Peso currency converted from its Canadian and US dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant to its long term operations and therefore does not hedge its foreign exchange risk. As GoGold Resources Inc., the parent corporation, has a functional currency of Canadian dollars, net liabilities held in US dollars will be affected by foreign exchange fluctuations and will affect the Corporation's net loss. At March 31, 2015, GoGold Resources Inc. had net monetary liabilities in US dollars of $20,967 (September 30, 2014 - $30,242), for which a 10% appreciation in US exchange rates would affect net loss by approximately $2,097. The fact that all future Metal revenues are transacted in US dollars aides in mitigating this. At March 31, 2015, the Corporation had net monetary assets in Mexican Pesos of approximately $2,687 (September 30, 2014 - $4,135), for which a 10% appreciation in Mexican Peso exchange rates would reduce net loss by approximately $269.

(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 Corporation periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. A 10% increase or decrease in the LIBOR interest rate would have no effect on the Orion debt interest as detailed in Note 7 due to the agreement requiring a minimum of 7.5% interest to be paid.

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 March 31, 2015, the Corporation had cash balances of $5,610 (September 30, 2014 - $3,412) for settling current liabilities of $15,988 (September 30, 2014 - $16,630). Of the Corporation's current financial liabilities, $2,941 million (September 30, 2014 - $2,852) have contractual maturities of 30 days and are subject to normal trade terms, and $13,047 (September 30, 2014 - $13,047) are the current portion of long term debt due within one year as per the details in Note 7.

12. COMMITMENTS

The Corporation, through its subsidiary Coanzamex, has an option agreement with the Municipality of Parral, Mexico ("Town") to mine and process tailings material for precious metal recovery. The Town is entitled to a 12% net profits interest ("NPI") after the deduction of costs and capital depreciation as well as a $30 per month property payment to the municipality, which increases to $45 per month in 2016. There are no other royalties due or payable on the Project.

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:

	2015	2016	2017	2018	2019
Work commitments - San Diego	$ -	$ 178	$ 178	$ 178	$ 8
Minimum royalty and rent of land - Parral	360	940	940	940	940
Work commitments - Santa Gertrudis	101	189	189	189	189
	$ 461	$ 1,307	$ 1,307	$ 1,307	$ 1,137