



CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED

SEPTEMBER 30, 2016 AND 2015

(in thousands of United States Dollars unless stated otherwise)



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INDEPENDENT AUDITORS' REPORT

To the Shareholders of GoGold Resources Inc.

We have audited the accompanying consolidated financial statements of GoGold Resources Inc., which comprise the consolidated statements of financial position as at September 30, 2016 and September 30, 2015, the consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of GoGold Resources Inc. as at September 30, 2016 and September 30, 2015 and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Chartered Professional Accountants
December 14, 2016
Halifax, Canada



CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(in thousands of United States dollars)

	<u>September 30</u> <u>2016</u>	<u>September 30</u> <u>2015</u>
ASSETS		
Current assets:		
Cash	\$ 2,091	\$ 2,721
Trade receivables	416	1,145
Input tax recoverable	2,738	591
Prepaid expenses	226	1,249
Inventories (Note 5)	<u>24,191</u>	<u>11,090</u>
	29,662	16,796
Non-current assets:		
Input tax recoverable	5,707	5,144
Inventories (Note 5)	3,987	1,091
Property, plant and equipment (Note 6)	83,185	78,505
Exploration and evaluation assets (Note 7)	<u>18,110</u>	<u>39,060</u>
Total assets	<u>\$ 140,651</u>	<u>\$ 140,596</u>
LIABILITIES		
Current liabilities:		
Trade and other payables	\$ 13,486	\$ 5,588
Income taxes payable (Note 11)	77	41
Derivative liability (Note 15(d))	63	174
Current portion of long term debt (Note 8)	<u>35,077</u>	<u>-</u>
	48,703	5,803
Non-current liabilities:		
Long term debt (Note 8)	-	27,357
Provision for site restoration (Note 9)	1,199	953
Deferred income taxes (Note 11)	1,847	2,627
Derivative liability (Note 15(d))	<u>804</u>	<u>-</u>
Total liabilities	<u>52,553</u>	<u>36,740</u>
EQUITY		
Share capital (Note 10)	140,885	132,684
Contributed surplus	6,994	6,528
Accumulated other comprehensive loss	(18,518)	(14,630)
Deficit	<u>(41,263)</u>	<u>(20,726)</u>
Total equity	<u>88,098</u>	<u>103,856</u>
Total liabilities and equity	<u>\$ 140,651</u>	<u>\$ 140,596</u>

Subsequent event (Note 8)

Commitments (Note 16)

Signed on behalf of the Board:

“Signed”
George Wayne

“Signed”
Terry Coughlan

See accompanying notes to the consolidated financial statements.



CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

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

For the year ended	<u>September 30 2016</u>	<u>September 30 2015</u>
Revenue from mining operations	<u>\$ 16,701</u>	<u>\$ 12,521</u>
Cost of sales:		
Production costs, except amortization and depletion	7,289	4,675
Amortization and depletion	<u>3,758</u>	<u>2,364</u>
	<u>11,047</u>	<u>7,039</u>
General and administrative	<u>4,711</u>	<u>3,592</u>
Operating income	<u>943</u>	<u>1,890</u>
Finance costs	(1,886)	(1,879)
Foreign exchange gain (loss)	370	(5,741)
(Loss) gain on derivative liability	(691)	46
Impairment charge	(20,030)	-
Other revenues	<u>39</u>	<u>-</u>
	<u>(22,198)</u>	<u>(7,574)</u>
Loss before income taxes	(21,255)	(5,684)
Current income tax (expense) recovery	(37)	93
Deferred income tax (expense) recovery	<u>755</u>	<u>(491)</u>
	<u>718</u>	<u>(398)</u>
Net loss for the year	<u>\$ (20,537)</u>	<u>\$ (6,082)</u>
Items which may subsequently be cycled through profit or loss:		
Foreign currency translation differences arising on translation of foreign subsidiaries	<u>(3,888)</u>	<u>(5,098)</u>
Total comprehensive loss for the year	<u>\$ (24,425)</u>	<u>\$ (11,180)</u>
Net loss per share basic and fully diluted	<u>\$ (0.13)</u>	<u>\$ (0.04)</u>
Weighted average number of common shares outstanding (Note 10):	<u>165,086,243</u>	<u>159,591,424</u>

See accompanying notes to the consolidated financial statements.



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

For the year ended	<u>September 30 2016</u>	<u>September 30 2015</u>
Cash provided by (used in) the following activities:		
Operating activities		
Net loss for the year	\$ (20,537)	\$ (6,082)
Items not involving cash:		
Amortization and depletion	3,758	2,364
Deferred income taxes	(755)	491
Foreign exchange (gain) loss	(370)	5,741
Loss (gain) on derivative liability	691	(46)
Deferred financing fees and accretion	294	865
Stock based compensation	362	205
Impairment charge	<u>20,030</u>	<u>-</u>
	3,473	3,538
Net change in non-cash working capital (Note 13)	<u>(6,471)</u>	<u>(7,563)</u>
Net cash used in operating activities	<u>(2,998)</u>	<u>(4,025)</u>
Investing activities		
Exploration and evaluation expenditures	(2,342)	(6,831)
Additions to property, plant and equipment, net of credits	<u>(11,023)</u>	<u>(2,775)</u>
Net cash used in investing activities	<u>(13,365)</u>	<u>(9,606)</u>
Financing activities		
Principal payments on long term debt (Note 8)	(6,000)	(31,323)
Proceeds from long term debt (Note 8)	13,500	27,315
Issuance of common shares (net of issuance costs) (Note 10)	7,454	16,194
Issuance of warrants (Note 10)	442	-
Proceeds on exercise of options (Note 10)	402	222
Proceeds on exercise of warrants (Note 10)	<u>-</u>	<u>951</u>
Net cash provided by financing activities	<u>15,798</u>	<u>13,359</u>
Effect of exchange rate changes on cash	<u>(65)</u>	<u>(419)</u>
Net decrease in cash	(630)	(691)
Cash, beginning of year	<u>2,721</u>	<u>3,412</u>
Cash, end of year	<u>\$ 2,091</u>	<u>\$ 2,721</u>

See accompanying notes to the consolidated financial statements.



CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(in thousands of United States dollars)

	Number of shares	Share capital	Contributed surplus	Accumulated other comprehensive loss	Surplus (Deficit)	Non-controlling interest	Total equity
Balance at October 1, 2014	147,831,030	\$ 114,685	\$ 6,986	\$ (9,532)	\$ (14,644)	\$ -	\$ 97,495
Net loss	-	-	-	-	(6,082)	-	(6,082)
Other comprehensive loss	-	-	-	(5,098)	-	-	(5,098)
Stock-based compensation (Note 10)	-	-	322	-	-	-	322
Warrant exercises (Note 10)	737,473	1,447	(118)	-	-	-	1,329
Unexercised warrants and other	-	-	(526)	-	-	-	(526)
Option exercises (Note 10)	320,000	358	(136)	-	-	-	222
Shares issued, net of issuance costs (Note 10)	13,333,500	16,194	-	-	-	-	16,194
Balance at September 30, 2015	162,222,003	132,684	6,528	(14,630)	(20,726)	-	103,856
Net loss	-	-	-	-	(20,537)	-	(20,537)
Other comprehensive loss	-	-	-	(3,888)	-	-	(3,888)
Stock-based compensation (Note 10)	-	-	369	-	-	-	369
Option exercises (Note 10)	593,400	747	(345)	-	-	-	402
Warrants issued (Note 10)	-	-	442	-	-	-	442
Shares issued, net of issuance costs (Note 10)	8,561,078	7,454	-	-	-	-	7,454
Balance at September 30, 2016	171,376,481	\$ 140,885	\$ 6,994	\$ (18,518)	\$ (41,263)	\$ -	\$ 88,098

See accompanying notes to the unaudited consolidated financial statements.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(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 consolidated 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 consolidated 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 consolidated 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.

2. BASIS OF PREPARATION

a) Statement of compliance

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements were approved by the Board of Directors on December 14, 2016.

b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for derivative financial instruments that are measured at fair value through profit or loss. These consolidated financial statements are presented in United States dollars ("US dollars", "USD").

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

c) Use of estimates and judgments

The preparation of the consolidated financial statements requires the Corporation's management to make judgments, 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. Judgement is used mainly in determining whether a balance or transaction should be recognized in the consolidated financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. However, judgement and estimates are often interrelated. 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. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected. Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements as well as 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:

Asset acquisitions:

The Corporation applies judgement in determining whether the exploration and evaluation assets it acquires are considered to be asset acquisitions or business combinations. Key factors in this determination are whether reserves have been established; whether the project is capable of being managed as a business by a market participant, and the nature of the additional work



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to convert resources into reserves. The Corporation has considered all exploration and evaluation assets acquired to date to be asset acquisitions.

Commercial production:

The Corporation makes judgements about which indicators to consider when evaluating whether a project has reached commercial production, which may impact the timing and amount of depreciation and depletion, the amount of revenue recognized, as well as operating expenses recognized.

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, which would include a significant decline in the asset's market value, decline in resources and/or reserves as a result of geological re-assessment or change in timing of extraction of resources and/or reserves which would result in a change in the discounted cash flow obtained from the site, and lower metal prices or higher input cost prices than would have been expected since the most recent valuation of the site.

If any such indication exists, a formal estimate of recoverable amount is determined 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 of disposal and value in use.

Value in use is 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 pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Fair value less costs of disposal is determined based on the present value of estimated future cash flows from each long-lived asset or cash generating unit. The assumptions used in determining the fair value less costs of disposal are typically life of mine plans, long-term commodity prices, discount rates, foreign exchange rates, and net asset value multiples.

Future cash flow estimates are based on expected production and sales volumes, mineral prices (considering current and historical prices, price trends and related factors), reserves, operating costs, restoration and rehabilitation costs and future capital expenditures.

Exploration and evaluation assets:

Management is required to apply judgment in determining whether technical feasibility and commercial viability can be demonstrated for mineral properties. The technical feasibility and commercial viability is based on management's evaluation of the geological properties of an ore body based on information obtained through evaluation activities, including metallurgical testing, resource and reserve estimates and economic assessment whether the ore body can be mined economically. Once technical feasibility and commercial viability of a mineral property can be demonstrated, exploration costs will be assessed for impairment and reclassified to property, plant and equipment and subject to different accounting treatment.

Identification of functional currency:

The functional currency for the Corporation and each of its subsidiaries 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 considering the currency and economic factors that mainly influence sales prices, production and operating costs, financing and related transactions.

Inventory – in process:

The Corporation makes estimates of gold and silver recoverable from ore stacked on leach pads in the determination of the cost of in process inventory. The quantities of recoverable gold and silver placed on the leach pads are reconciled to the quantities of gold and silver actually recovered (metallurgical balancing), by comparing the estimate of contained ounces placed on the leach pads to actual ounces recovered. The nature of the leaching process inherently limits the ability to precisely monitor inventory levels. As a result, the metallurgical balancing process is constantly monitored and the engineering estimates are refined based on actual results over time. The ultimate recovery of gold and silver from a leach pad, and the timing of the recovery, will not be known until the leaching process is completed. Leach pad recovery estimates are used in the determination of the Corporation's inventories.



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Inventory – valuation:

The Corporation values inventory at the lower of cost and net realizable value. The calculation of net realizable value relies on forecasted gold prices, forecasted exchange rates, and estimated costs to complete the processing of ore inventory.

Provisions for site restoration:

The Corporation makes estimates for the timing and amount of future cash flows required to settle the Corporation's reclamation provisions. These estimates require extensive judgement about the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws and regulations and remediation practices. In view of uncertainties concerning environmental rehabilitation, the ultimate costs could be materially different from the amounts estimated.

Share-based payments:

The Corporation issues equity-settled share-based payments to certain employees, directors, and third parties outside the Corporation. Equity-settled share-based payments issued to employees are measured at fair value (excluding the effect of nonmarket based vesting conditions) at the date of grant. Fair value is measured using the Black-Scholes pricing model and requires the exercise of judgment in relation to variables such as expected volatilities and dividend yields based on information available at the time the fair value is measured. Share-based payments issued to third parties are measured at the fair value of the goods or services received except when the fair value cannot be determined reliably, in which case, they are measured at the fair value of the equity instruments granted.

Taxation:

The Corporation's accounting policy for taxation requires management's judgment in assessing whether deferred tax assets are recognized on the statement of financial position. 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 statement of financial position 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.



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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Basis of consolidation

The consolidated financial statements are presented in USD and include the accounts of the Corporation and the following subsidiaries:

Company	Principal activity	Country of incorporation	Functional currency
Mexican Gold Holdings Corporation Incorporated	Holding company	Canada	CAD
North American Gold Holdings Corporation Incorporated	Holding company	Canada	CAD
Minera Durango Dorado S.A. de C.V.	Gold and silver exploration	Mexico	MXN
Absolute Gold Holdings Incorporated	Holding company	Canada	CAD
AGHI Holdings Incorporated	Holding company	Canada	CAD
Grupo Coanzamex S.A. de C.V.	Gold and silver production	Mexico	USD
Coanzamex Servicios S.A. de C.V.	Gold and silver production	Mexico	USD
Servicios de Procesamiento Manufactura y Logística Coanzamex S.A. de C.V.	Gold and silver production	Mexico	USD
Animas Resources Ltd.	Holding company	Canada	CAD
First Silver Reserve, S.A. de C.V.	Holding company	Mexico	MXN
Recursos Escondidos, S.A. de C.V.	Holding company	Mexico	MXN
Coanzamex Santa Gertrudis, S.A. de C.V.	Gold and silver exploration	Mexico	MXN
GoGold Resources Inc.	Corporate support	Canada	CAD

All subsidiaries are 100% owned.

i) 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.

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.

ii) 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 consolidated financial statements.

b) Foreign currency

i) Foreign currency transactions

Transactions in currencies other than each 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.



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ii) Foreign operations

These consolidated financial statements are presented in USD. The results and financial position of all the Corporation's entities that have a functional currency different from the USD presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of the statement of financial position;
- foreign exchange gains and losses on intercompany loans that are considered part of the net investment in foreign subsidiaries and where repayment is neither planned nor expected to occur in the foreseeable future are not recorded in earnings, but are recognized within Accumulated Other Comprehensive Income ("AOCI");
- income and expenses for each income statement presented are translated at monthly average exchange rates; and
- all resulting exchange differences are recognized within AOCI which is a separate component of equity.

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 loss of control.

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 AOCI.

c) Financial instruments

Financial assets within the scope of IAS 39 are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments or available-for-sale financial assets, as appropriate. When financial assets are recognized initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs. The Corporation determines the classification of its financial assets on initial recognition.

The Corporation's financial instruments are comprised of the following:

Financial assets:

Cash
Trade receivables

Classification:

Fair value through profit or loss
Loans and receivables

Financial liabilities:

Trade and other payables
Derivative financial instruments
Long term debt

Classification:

Other financial liabilities
Fair value through profit or loss
Other financial liabilities

(i) Financial assets at fair value through profit or loss:

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

(ii) Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, do not qualify as trading assets and have not been designated as either fair value through profit or loss or available for sale. After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest



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method less any allowance for impairment. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the consolidated statement of operations when the loans and receivables are derecognized or impaired, as well as through the amortization process.

(iii) Available for sale investments:

Financial assets classified as available for sale are measured at fair value, with changes in fair values recognized in other comprehensive income, except when there is objective evidence that the asset is impaired, at which point the cumulative loss that had been previously recognized in other comprehensive income is recognized within the consolidated statement of operations.

(iv) Derivative financial instruments:

The Corporation has entered into derivative financial instruments to hedge its risk exposure to fluctuations of the Mexican Peso compared to the U.S. dollar. The Corporation has elected not to use hedge accounting and the derivative instruments are classified as financial instruments at fair value through profit or loss. The Corporation also has derivative financial instruments associated with commodity indexed contracts.

Derivative financial instruments at fair value through profit or loss are recorded in the consolidated balance sheets at fair value. Subsequent to initial recognition, these derivatives are measured at fair value. The fair value of derivative financial instruments is based on forward rates considering the market price, rate of interest and volatility and takes into account the credit risk of the financial instrument. Changes in estimated fair value at each reporting date are included in the consolidated statements of earnings as derivative gains or losses.

(v) Fair value:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value.

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts, volatility measurements used to value option contracts and observable credit default swap spreads to adjust for credit risk where appropriate), or inputs that are derived principally from or corroborated by observable market data or other means.

Level 3: Inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The Corporation's financial assets measured at fair value, as at September 30, 2016 and September 30, 2015, which include cash and short-term deposits are classified as a Level 1 measurement.

(vi) Impairment of financial assets:

Financial assets are assessed for indicators of impairment at each financial reporting date. Financial assets are 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 impacted. Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.



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The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

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

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

An impairment review of exploration and evaluation assets is performed, either individually or at the cash-generating unit level, when there are indicators that the carrying amount of the assets may exceed their recoverable amounts. To the extent that this occurs the excess is fully provided against, in the financial year in which this is determined. Exploration and evaluation assets are reassessed on a regular basis and these costs are carried forward provided that at least one of the conditions below is met:

- such costs are expected to be recouped in full through successful development and exploration of the area of interest or alternatively, by its sale; or
- exploration and evaluation activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing, or planned for the future.

Where a project is determined to be technically viable and 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. A project is considered to be technically viable and commercially feasible when a full technical report is prepared, construction financing is arranged, and board approval to proceed with construction is obtained.

e) Property, plant and equipment

Recognition and measurement

Land is stated at historical cost. 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, direct labour and capitalized interest 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.



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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 plant and equipment is calculated using the straight-line method, or unit-of-production method if that is more reflective of the usage, to allocate their cost net of their residual values, over the shorter of their estimated useful lives and the life of mine. Depreciation commences when the asset is fully constructed and available for use. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively, if appropriate. Depreciation categories and useful lives for items included in plant and equipment are as follows:

Asset	Useful life
Buildings & infrastructure	9 years
Office equipment	3 years
Other equipment	3 years
Process plant	Unit-of-production
Vehicles	4 years

Development assets

Development assets include costs transferred from exploration and evaluation assets once technical feasibility or commercial viability of an area of interest are demonstrable, and development assets also includes subsequent costs to develop the mine to the production phase. Once commercial production is achieved, development assets are reclassified to mining properties or 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 reserves and the portion of resources expected to be added to be reserves available to be mined by the current production equipment to the extent that such reserves are considered to be economically recoverable.

f) Impairment of non-financial assets

The net carrying amounts of property and equipment are reviewed for impairment either individually or at the cash-generating unit level when events and changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Corporation estimates the recoverable amount of the cash-generating unit to which the asset belongs. To the extent that the net carrying amounts exceed their recoverable amounts, that excess is fully provided against in the financial year in which this is determined.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount, and an impairment charge is recognized in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount, but so that the increased carrying amount does not exceed the carrying value that would have been determined if no impairment had previously been recognized. As a result, a reversal is recognized in profit or loss.



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g) 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 year, using tax rates enacted or substantively 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.

h) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments on 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-market 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 and those providing similar services 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.

i) 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 ordinary 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 ordinary shareholders and the weighted average number of shares outstanding 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.

j) Reclamation liabilities

Provisions for environmental restoration are recognized when: (i) the Corporation has a present legal or constructive obligation as a result of past exploration, development or production events; (ii) it is probable that an outflow of resources will be required

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to settle the obligation; and (iii) and the amount has been reliably estimated. Provisions do not include any additional obligations which are expected to arise from future disturbance.

k) Inventories

Finished goods inventory

Finished goods inventory consists of doré bars which have been poured, and is valued at the lower of average cost and net realizable value.

Ore in process inventory

Ore in process inventory is measured at the lower of cost and net realizable value. The recovery of gold and silver is achieved through milling and heap leaching processes. Costs are added to ore on leach pads based on the current processing cost, including applicable overhead, depletion and amortization relating to mining and processing operations. Costs are removed from ore on leach pads as ounces are recovered, based on the average cost per recoverable ounce of gold and silver in ore in process inventory.

Supplies inventory

Supplies inventory consists of processing supplies and consumables used in the operation of the project, and is valued at the lower of average cost and net realizable value.

l) Revenue recognition

Revenue from the sale of gold, silver and doré, including by-product revenue, is recognized when persuasive evidence of a sale arrangement exists, the risks and rewards of ownership pass to the purchaser, the selling price is measurable, and collectability is probable. The risks and rewards of ownership are considered to have been transferred when title passes to the customer. Revenue from the sale of gold, silver and doré is measured at the fair value of the consideration received or receivable, and may be subject to adjustment once final weights and assays are determined. When pre-production sales are directly attributed in the development of an asset, the proceeds are offset against the asset cost.

4. ACCOUNTING CHANGES AND RECENT PRONOUNCEMENTS

A number of new standards, and amendments to standards and interpretations under IFRS, are not yet effective for the year ending September 30, 2016, and have not been applied in preparing these consolidated financial statements.

a) Revenue from Contracts with Customers

In May 2014, and later amended in April 2016, the IASB issued IFRS 15 *Revenue from Contracts with Customers*. The new standard is effective for fiscal years beginning on or after January 1, 2018 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 Corporation intends to adopt IFRS 15 in its financial statements for the annual period beginning on October 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

b) Financial instruments

In July 2014, the IASB issued 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



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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.

c) Joint Arrangements

In May 2014, the IASB issued amendments to IFRS 11, *Joint Arrangements*, to clarify that the acquirer of an interest in a joint operation in which the activity constitutes a business is required to apply all of the principles of business combinations accounting in IFRS 3, *Business Combinations*. Prospective application of this interpretation is effective for annual periods beginning on or after January 1, 2016, with earlier application permitted. The Corporation is currently assessing the impact of adopting this standard on its consolidated financial statements.

d) Leases

In January 2016, the IASB issued IFRS 16, *Leases*. This standard specifies the methodology to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. This standard replaces IAS 17, *Leases*. The standard is effective for reporting periods beginning on or after January 1, 2019 with early adoption permitted. The Corporation is currently assessing the impact of adopting this standard on its consolidated financial statements.

e) Financial liabilities

In February 2016, the IASB issued amendments to IAS 7 *Statement of Cash Flows*. These amendments require disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes. The amendments apply for annual periods beginning on or after January 1, 2017. The Corporation is currently assessing the impact of adopting this standard on its consolidated financial statements.

f) Share based payments

The IASB issued has published amendments to IFRS 2, *Share-based Payment*. The new requirements could affect the classification and/or measurement of cash settled share-based payments, classification of share-based payments settled net of tax advantage, and share-based payment from cash-settled to equity settled – and potentially the timing and amount of expense recognized for new and outstanding awards. The amendments apply for annual periods beginning on or after January 1, 2018. The Corporation is currently assessing the impact of adopting this standard on its consolidated financial statements.

e) Share based payments

The IASB issued has published amendments to IFRS 2, *Share-based Payment*. The new requirements could affect the classification and/or measurement of cash settled share-based payments, classification of share-based payments settled net of tax advantage, and share-based payment from cash-settled to equity settled – and potentially the timing and amount of expense recognized for new and outstanding awards. The amendments apply for annual periods beginning on or after January 1, 2018. The Corporation is currently assessing the impact of adopting this standard on its consolidated financial statements.

5. INVENTORIES

	<u>September 30, 2016</u>	<u>September 30, 2015</u>
Current:		
Supplies inventory	\$ 715	\$ 771
In process inventory	22,912	10,241
Finished goods inventory	564	78
	<u>24,191</u>	<u>11,090</u>



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Long term:

In process inventory	3,987	1,091
	<u>\$ 28,178</u>	<u>\$ 12,181</u>

The amount of inventory included in cost of sales was \$7,289 (2015 – 4,675).

6. PROPERTY, PLANT AND EQUIPMENT

Cost	Plant & Equipment	Mining Properties	Development Assets	Total
At October 1, 2014	\$ 307	\$ -	\$ 80,882	\$ 81,189
Additions, net of metal sales	2,493	270	(294)	2,469
Foreign exchange adjustments	(41)	-	-	(41)
Reclassifications	26,424	54,164	(80,588)	-
At September 30, 2015	29,183	54,434	-	83,617
Additions	10,504	1,853	-	12,357
Reclassifications from exploration and evaluation assets (Note 7)	-	367	-	367
Foreign exchange adjustments	(17)	-	-	(17)
At September 30, 2016	\$ 39,670	\$ 56,654	\$ -	\$ 96,324
	Plant & Equipment	Mining Properties	Development Assets	Total
Accumulated Amortization				
At October 1, 2014	\$ 120	\$ -	\$ -	\$ 120
Amortization and depletion	3,386	1,605	-	4,991
Foreign exchange adjustments	1	-	-	1
At September 30, 2015	3,507	1,605	-	5,112
Amortization and depletion	5,820	2,216	-	8,036
Foreign exchange adjustments	(9)	-	-	(9)
At September 30, 2016	\$ 9,318	\$ 3,821	\$ -	\$ 13,139
	Plant & Equipment	Mining Properties	Development Assets	Total
Carrying Value				
At September 30, 2015	\$ 25,676	\$ 52,829	\$ -	\$ 78,505
At September 30, 2016	\$ 30,352	\$ 52,833	\$ -	\$ 83,185

The Parral Tailings project achieved commercial production on March 1, 2015, resulting in a reclassification from development assets to plant and equipment of \$26,424 and mining properties of \$54,164. Included in additions to development assets for the year ended September 30, 2015 is capitalized interest of \$1,301 related to the construction of the Parral Tailings project. Metal sales of \$6,797 which occurred prior to achieving commercial production were recorded as an offset to additions to development assets in the year ended September 30, 2015. Current year additions to amortization and depletion include amounts of \$4,278 (2015 - \$2,627) which are capitalized to in process inventory. Current year additions to mining properties



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include \$1,030 (2015 – Nil) related to the elimination of a 12% net profit royalty on the Parral tailings project which was previously included in prepaid expenses.

The Santa Gertrudis High Grade Material (“HGM”) project achieved commercial production on September 1, 2016, upon the commencement of the project as it is a toll milling arrangement and a separate project from the Santa Gertrudis vat leaching project, resulting in a reclassification from exploration and evaluation assets to mining properties.

7. EXPLORATION AND EVALUATION ASSETS

Cost	San Diego	Santa Gertrudis	Total
At October 1, 2014	\$ 25,029	\$ 16,005	\$ 41,034
Additions	508	6,440	6,948
Foreign exchange adjustments	(5,010)	(3,912)	(8,922)
At September 30, 2015	20,527	18,533	39,060
Additions	104	2,244	2,348
Impairment charge	(20,030)	-	(20,030)
Foreign exchange adjustments	(388)	(2,513)	(2,901)
Reclassification to mining properties (Note 6)	-	(367)	(367)
At September 30, 2016	\$ 213	\$ 17,897	\$ 18,110

During the year ended September 30, 2016, management determined that there would not be any foreseeable significant expenditures on the San Diego property for exploration and evaluation of mineral resources. This was considered an indicator of impairment, and accordingly an impairment test on the property was completed. An analysis of properties in similar stages – where a resource report was completed, but not an economic assessment – was undertaken to determine a market multiple of \$4.60 per gold equivalent ounce in resource. This multiple was then applied to the ounces in resource for the San Diego property which provided a fair market value of \$218, which resulted in an impairment charge of \$20,030 during the year (2015 – \$Nil).

8. 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 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 and it has pledged as security a first charge over all the Corporation’s assets. On December 18, 2015, and June 29, 2016, the Corporation 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 Corporation amended the credit facility to reduce the tangible net worth covenant requirement by the amount of the San Diego impairment as described in Note 7.

The credit facility has covenants that include, but are not limited to, 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) and an interest coverage ratio. 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 ratio of EBITDA to interest expense, determined on a rolling four quarter basis equals or exceeds 4.5 to 1. On November 17, 2016, the Corporation renegotiated the calculation of the debt covenants allowing the rolling four quarters to be restarted for the quarter ended December 31, 2016. The Corporation was not in compliance with the debt leverage ratio covenant at September 30, 2016 and received a waiver for that covenant on September 30, 2016, conditional upon delivering an acceptable budget and life of mine plan, which was completed on November 3, 2016.



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As the waiver was conditional, the debt was classified as current at September 30, 2016. As the conditions of the waiver were satisfied on November 3, 2016, the debt was reclassified as non-current as of November 3, 2016.

During the year ended September 30, 2016, the Corporation received proceeds of \$13,500 (2015 - \$28,000) and made repayments of \$6,000 (2015 - \$Nil) under the facility. As of September 30, 2016, the Corporation had drawn \$35,500 (September 30, 2015 - \$32,000). 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.

Interest expense of \$1,592 (2015 - \$943) is included in finance costs for the year.

In the year ended September 30, 2015, the Corporation had a previous debt facility which was fully repaid on July 21, 2015. The debt bore interest at LIBOR plus 6.5 per cent, with a minimum rate of 7.5%. At July 21, 2015, the minimum rate of 7.5% applied which after taking into consideration all associated financing costs, resulted in an effective interest rate on the debt of 10.3%. The debt had pledged as security a first charge over all of the Corporation's assets, which was fully discharged on July 21, 2015.

9. PROVISION FOR SITE RESTORATION

The Corporation has recorded a provision for site restoration related to the Parral project based on management's best estimate of the future cash flows associated with restoration obligations at the end of the project's life. The total undiscounted amount of estimated cash flows required to settle the obligation is \$1,978 (2015 - \$1,619). The cash flows have been inflated at an annual rate of 3.0% (2015 - 2.5%), and discounted using a pre-tax risk-free rate of 6.1% (2015 - 6.1%).

	<u>September 30, 2016</u>	<u>September 30, 2015</u>
Provision, beginning of year	\$ 953	\$ 1,473
Accretion expense	56	71
Revision to estimate	190	(591)
Provision, end of year	\$ 1,199	\$ 953

10. 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	Amount
Balance October 1, 2014	147,831,030	\$ 114,685
Shares issued, net of issuance costs	13,333,500	16,194
Shares issued for exercise of options	320,000	358
Shares issued for exercise of warrants	737,473	1,447
Balance September 30, 2015	162,222,003	\$ 132,684
Shares issued, net of issuance costs	8,561,078	7,454
Shares issued for exercise of options	593,400	747
Balance September 30, 2016	171,376,481	\$ 140,885



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On June 7, 2016, the Corporation closed a bought deal whereby a syndicate of underwriters purchased 8,561,078 units at a price of \$1.30 CAD per unit, with each unit consisting of one common share of the Corporation and one half-warrant. The common shares were valued at \$1.24 per share and the half-warrants were valued at \$0.06, the details of which are provided in section (f) below. The net proceeds attributed to the common shares, after share issuance costs, were \$7,454.

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.

The weighted average number of common shares outstanding for the year ending September 30, 2016 was 159,591,524 (2015 – 159,591,524).

(c) Finder's stock options

There were 170,000 finder's stock options exercised in the nine months ended June 30, 2015 at an exercise price of CAD \$1.25 and a market price of CAD \$1.50. There were no finder's stock options outstanding subsequent to that exercise.

(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 years ended September 30, 2016 and September 30, 2015 were as follows:

	September 30, 2016		September 30, 2015	
	Number of incentive options	Weighted average exercise price	Number of incentive options	Weighted average exercise price
Opening balance	3,365,000	CAD \$ 1.26	3,515,000	CAD \$ 1.22
Granted	1,675,000	1.20	-	-
Exercised	(593,400)	0.89	150,000	0.30
Expired	(421,600)	0.95	-	-
Closing balance	<u>4,025,000</u>	<u>CAD \$ 1.33</u>	<u>3,365,000</u>	<u>CAD \$ 1.26</u>
Exercisable	<u>2,075,000</u>	<u>CAD \$ 1.42</u>	<u>2,523,333</u>	<u>CAD \$ 1.24</u>

The average market price on the day of exercise was CAD\$1.23 (2015 – CAD \$1.26)

The following table summarizes information concerning outstanding and exercisable incentive stock options at September 30, 2016:

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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	266,667	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	-	-
	<u>4,025,000</u>	<u>CAD \$ 1.33</u>	<u>2,075,000</u>	<u>CAD \$ 1.42</u>

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-Scholes 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 1,675,000 incentive stock options granted during the year ended September 30, 2016 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:

	Dec. 23, 2015
Option grant date	
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 year ended September 30, 2015.



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The Corporation has recorded total share based compensation of \$369 (2015 - \$322), which has been recorded as compensation expense amounting to \$362 (2015 - \$205) and as additions to exploration and evaluation assets of \$7 (2015 - \$117).

(e) 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 September 30, 2016, no DSUs were issued or outstanding.

(f) Warrants

On June 7, 2016, in connection with the bought deal detailed in section (b) above, 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 with the following assumptions:

Warrant issue date	June 7, 2016	July 12, 2016
Exercise price	CAD \$ 1.70	CAD \$ 1.50
Risk-free rate	0.58%	0.58%
Expected volatility of share price	42.73%	43.49%
Expected dividend yield	0.00%	0.00%
Expected life of each warrant	2.0 years	2.0 years
Weighted average grant date fair value	CAD \$ 0.12	CAD \$ 0.26
USD:CAD conversion rate	0.7819	0.7683

The warrants which were issued on June 7, 2016 are publicly traded on the Toronto Stock Exchange under the symbol GGD.WT, and at September 30, 2016 the market price was \$0.135.

The changes in warrants during the years ended September 30, 2016 and September 30, 2015 were as follows:

	September 30, 2016			September 30, 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	-	-	-	8,045,840	CAD \$ 1.50	0.49
Issued	4,480,539	CAD \$ 1.69	1.70	-	-	-
Exercised	-	-	-	(737,473)	1.50	-
Expired	-	-	-	(7,308,367)	1.50	-
Closing balance	4,480,539	1.69	1.70	-	-	-
Exercisable	4,480,539	CAD \$ 1.69	1.70	-	-	-

The average market price on the days of exercise for the exercised warrants in the year ended September 30, 2015 was CAD \$1.63.



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(g) Earnings per share

Basic earnings per share is calculated based on the weighted average number of shares outstanding during the year. 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 year and the date granted. As of September 30, 2016, 4,025,000 options (2015 – 3,365,000) and 4,480,539 warrants (2015 – Nil) were excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive.

11. INCOME TAXES

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and (liabilities) are presented below:

	<u>Year ended September 30, 2016</u>	<u>Year ended September 30, 2015</u>
Resource properties	\$ (3,124)	\$ (6,417)
Non-capital loss carryforwards	1,934	5,817
Deferred financing fees	(233)	(265)
Mexican mining tax	-	(1,488)
Inventory	(1,200)	-
Derivative liabilities and other payables	776	(274)
	<u>\$ (1,847)</u>	<u>\$ (2,627)</u>

The following deductible temporary difference and non-capital losses have not been recognized in the consolidated financial statements:

	<u>Year ended September 30, 2016</u>	<u>Year ended September 30, 2015</u>
Non-capital losses	\$ 26,030	\$ 15,271
Capital losses	904	888
Deferred financing fees and share issue costs	1,495	1,511
Foreign exchange loss on debt	-	767
Resource properties	595	58
Other	933	178
	<u>\$ 29,957</u>	<u>\$ 18,673</u>

The non-capital losses noted above expire from 2028 to 2036.

The aggregate temporary difference associated with investments in subsidiaries for which no deferred tax liabilities have been recorded is \$7.9 million (2015 - \$29.2 million). It is not expected that the aggregate temporary difference will reverse in the foreseeable future.



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Income taxes vary from the amount that would be computed by applying the basic Federal and Provincial tax rate of 31.0% (2015 – 31.0%) to loss before taxes as follows:

	Year ended September 30, 2016	Year ended September 30, 2015
Loss before taxes	\$ (21,255)	\$ (5,521)
Computed expected recovery	\$ 6,589	\$ 1,712
Foreign tax rate differential	(83)	(12)
Permanent differences	(640)	(1,099)
Current year loss for which no asset recognized	(1,967)	(1,663)
Mexican mining tax	1,463	-
Loss carry forward adjustments and other	2,117	-
Effect of foreign exchange	(192)	1,694
Change in unrecognized temporary differences	(6,569)	(1,030)
	\$ 718	\$ (398)

12. RELATED PARTY TRANSACTIONS

Compensation to directors and officers of the Corporation:

	Year ended September 30, 2016	Year ended September 30, 2015
Directors' fees	\$ 134	\$ 67
Share-based payments to directors	83	6
Key management short-term benefits	934	876
Share-based payments to key management	188	56

Compensation expense of \$661 (2015 - \$478) is included in production costs for the year.

13. SUPPLEMENTAL CASH FLOW INFORMATION

Change in non-cash operating working capital:

	Year ended September 30, 2016	Year ended September 30, 2015
Trade receivables	\$ 728	\$ (143)
Input tax recoverable	(3,670)	(2,213)
Prepaid expenses	(43)	95
Inventory	(11,715)	(8,045)
Trade and other payables	8,192	2,836
Income taxes payable	37	(93)
	\$ (6,471)	\$ (7,563)

14. 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 year ended September 30, 2016:			
Depreciation	\$ 3,758	\$ -	\$ 3,758
Segment net (loss)	(14,970)	(5,567)	(20,537)
Expenditures on non-current assets	13,365	-	13,365
For the year ended September 30, 2015:			
Depreciation	\$ 2,364	\$ -	\$ 2,364
Segment net income (loss)	2,987	(9,069)	(6,082)
Expenditures on non-current assets	9,606	-	9,606
Reportable segment assets (September 30, 2016)	\$ 138,656	\$ 1,994	\$ 140,651
Reportable segment liabilities (September 30, 2016)	15,971	36,582	52,553
Reportable segment assets (September 30, 2015)	\$ 138,450	\$ 2,146	\$ 140,596
Reportable segment liabilities (September 30, 2015)	8,840	27,900	36,740

Included in segment net loss in Canada for the year ended September 30, 2016 are foreign exchange losses of \$4,159 (2015 - \$4,159).

15. 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.

	September 30, 2016		September 30, 2015	
	Level 1	Level 2	Level 1	Level 2
Cash	\$ 2,091	-	\$ 2,721	-
Derivative liabilities	-	\$ 867	-	\$ 174

For derivative contracts, the Corporation obtains a valuation of the contracts from counterparties of those contracts. 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 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.



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(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>September 30, 2016</u>	<u>September 30, 2015</u>
Shareholders' equity	\$ 88,098	\$ 103,856
Long term debt	35,077	27,357
	123,175	131,213
Less: cash	(2,091)	(2,721)
	<u>\$ 121,084</u>	<u>\$ 128,492</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. 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 \$85 and value added tax from the Federal Government of Mexico of \$8,360. The Mexican value added tax is expected to be received in full within two years. Exposure on trade receivables is limited as all receivables are paid within 10 business days and are with two customers who the Corporation has strong working relationships with. 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 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 September 30, 2016, GoGold Resources Inc. had net monetary liabilities in US dollars of \$33,477 (September 30, 2015 - \$25,369), for which a 10% appreciation in US exchange rates would affect net loss by approximately \$3,348, which would then be offset by a corresponding gain recorded through foreign currency translation differences recorded through other comprehensive income. At September 30, 2016, the Corporation had net monetary assets in Mexican Pesos of approximately \$2,476 (September 30, 2015 - \$509), for which a 10% appreciation in Mexican Peso exchange rates would reduce net loss by approximately \$248.

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



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with the credit ratings of its banks. The long term debt as detailed in Note 8 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 \$355.

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 September 30, 2016, the Corporation had cash balances of \$2,091 (September 30, 2015 - \$2,721) for settling current liabilities of \$48,703 (September 30, 2015 - \$5,588). Current liabilities includes \$35,077 of debt which was classified as current at September 30, 2016 as the Corporation was in violation of a covenant and a conditional waiver was obtained from the lender at September 30, 2016. As the conditions of the covenant were met on November 3, 2016, the debt was subsequently reclassified as long term. With the cash on hand, anticipated positive cash flows from operations, and funds from the credit facility as detailed below, management is confident that the risk of becoming illiquid is sufficiently mitigated.

The Corporation has funds available from the credit facility as detailed in Note 8. The Corporation's senior revolving credit facility has financial covenants (see Note 8), 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 or the allowable borrowing on the facility may be reduced, requiring repayment. The Corporation has been able to arrange for amendments to financial covenants during the current fiscal year in order to remain in compliance with the terms of the facility. In the event the Corporation exceeds 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. Subsequent to quarter end, the Corporation drew an additional \$2,000 on the facility.

(d) Derivatives:

As at September, 2016, the Corporation held foreign exchange option contracts to protect against the risk of the Mexican Peso ("MXN") strengthening against the USD. The option contracts are zero-cost collars which settle monthly and are for the purchase of 10,000,000 MXN per month and the sale of USD at a call option per 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 year for the purchase of 8,000,000 MXN per month and the sale of USD at a call option per 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 expire on August 31, 2016. These contracts had a negative fair value of \$63 as of September 30, 2016 (September 30, 2015 - \$174), 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 royalty payment 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 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 year end was \$804.

16. 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 15 (d))	1,006	1,006	1,006	1,006	1,006
Land payments - Santa Gertrudis	182	182	182	182	182
	<u>\$ 1,238</u>	<u>\$ 1,238</u>	<u>\$ 1,188</u>	<u>\$ 1,188</u>	<u>\$ 1,188</u>



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