

Audited Annual Consolidated Financial Statements

For the year ended December 31, 2014

INDEX

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION	1
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS	2
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY	3
CONSOLIDATED STATEMENTS OF CASH FLOWS	4
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	5
1. NATURE OF OPERATIONS	5
2. BASIS OF PREPARATION	5
3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS	7
4. CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING STANDARDS AND INTERPRETATIONS	7
5. SIGNIFICANT ACCOUNTING POLICIES	9
6. SUBSIDIARIES	17
7. OPERATING SEGMENTS	18
8. CASH AND CASH EQUIVALENTS	18
9. MARKETABLE SECURITIES	19
10. RECEIVABLES AND PREPAID EXPENSES	19
11. PREPAIDS AND ADVANCES	20
12. PROPERTY, PLANT AND EQUIPMENT	20
13. EXPLORATION AND EVALUATION ASSETS	21
14. INVESTMENTS IN ASSOCIATES	24
15. EQUITY TAX LIABILITY	25
16. REHABILITATION PROVISION	26
17. FINANCIAL INSTRUMENTS	26
18. CAPITAL MANAGEMENT	29
19. INCOME TAXES	30
20. SHARE CAPITAL	31
21. SHARE-BASED PAYMENTS	32
22. RELATED PARTY TRANSACTIONS	34
23. CORPORATE ADMINISTRATION EXPENSES	35
24. EARNINGS PER SHARE	36
25. CASH FLOW – OTHER ITEMS	36
26. COMMITMENTS AND CONTINGENCIES	37

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying annual consolidated financial statements of Continental Gold Limited (the "Company") were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the audited annual consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors of the Company is responsible for ensuring that management fulfills its financial reporting responsibilities and for reviewing and approving the annual audited consolidated financial statements together with other financial information. An Audit Committee, whose members are not officers of the Company, assists the Board of Directors in fulfilling this responsibility. The Audit Committee, on behalf of the Board of Directors, meets with management to review the internal controls over the financial reporting process, the annual audited consolidated financial statements together with other financial information of the Company, and the auditor's report. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the annual consolidated financial statements for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed) Ari Sussman

Ari Sussman
Chief Executive Officer

(signed) Paul Begin

Paul Begin
Chief Financial Officer

March 6, 2015



March 6, 2015

Independent Auditor's Report

To the Shareholders of Continental Gold Inc.

We have audited the accompanying consolidated financial statements of Continental Gold Limited, which comprise the consolidated statements of financial position as at December 31, 2014 and December 31, 2013 and the consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for the years then ended, and the related notes, which comprise 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.

Auditor's 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 the auditor's judgment, 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, the auditor considers 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.

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Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Continental Gold Limited as at December 31, 2014 and December 31, 2013 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

(Signed) “PricewaterhouseCoopers LLP”

Chartered Professional Accountants, Licensed Public Accountants

Continental Gold Limited
Consolidated Statements of Financial Position

As at (in thousands of U.S. Dollars)	Notes	December 31, 2014 \$	December 31, 2013 \$
Assets			
Current assets			
Cash and cash equivalents	8	57,558	117,526
Marketable securities	9	630	888
Receivables and prepaid expenses	10	4,864	3,338
		63,052	121,752
Non-current assets			
Prepays and advances	11	770	2,317
Intangible assets		92	155
Property, plant and equipment	12	9,275	8,339
Exploration and evaluation assets	13	195,309	163,888
Investments in associates	14	–	862
		205,446	175,561
		268,498	297,313
Liabilities and Equity			
Current liabilities			
Accounts payable and accrued liabilities	15, 26	4,803	5,780
Non-current liabilities			
Rehabilitation provision	16	3,083	1,389
Deferred tax liability	19	17,640	11,397
		20,723	12,786
		25,526	18,566
Equity			
Share capital	20	24	24
Share premium reserve		393,325	391,998
Share-based payment reserve		30,655	28,094
Deficit		(181,032)	(141,369)
		242,972	278,747
		268,498	297,313

Commitments and contingencies 26

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

(signed) Ari Sussman

Director

(signed) Paul Murphy

Director

Continental Gold Limited
Consolidated Statements of Operations and Comprehensive Loss

For the years ended (in thousands of U.S. Dollars, except share and per share amounts)	Notes	December 31, 2014 \$	December 31, 2013 \$
Operating expenses:			
Corporate administration	23	(8,460)	(10,287)
Exploration expense		(278)	(34)
Loss on sale or write-down of assets	12, 13, 14	(16,599)	(7,403)
		(25,337)	(17,724)
Other income (expense):			
Foreign exchange loss		(7,164)	(8,180)
Loss on marketable securities	9	(3,762)	(741)
Gain on loss of significant influence	9, 14	1,600	-
Share of net loss of investments in associates	14	(22)	(232)
Other income		252	613
Net loss before finance items and income tax		(34,433)	(26,264)
Finance income (expense):			
Interest income		1,048	1,733
Interest and accretion expense		(187)	(33)
Net loss before income tax		(33,572)	(24,564)
Income tax (expense) recovery:			
Current		152	(9)
Deferred		(6,243)	(736)
Total income tax expense	19	(6,091)	(745)
Net loss and comprehensive loss for the year attributable to the equity holders of Continental Gold Limited		(39,663)	(25,309)
Net loss per common share			
Basic and diluted		(0.31)	(0.20)
Weighted average number of common shares outstanding			
Basic	24(a)	126,913,068	126,504,326
Diluted	24(b)	128,573,567	128,878,264

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

Continental Gold Limited
Consolidated Statements of Changes in Shareholders' Equity

(in thousands of U.S. Dollars)	Issued Capital		Share-Based Payment Reserve	Deficit	Total
	Share Capital (Note 20)	Share Premium Reserve			
	\$	\$	\$	\$	\$
Balance, December 31, 2012	24	390,927	21,765	(116,060)	296,656
Share-based payments (Note 21(b))	–	–	6,746	–	6,746
Exercise of share-based payments – cash proceeds	–	654	–	–	654
Fair value of share-based payments exercised	–	417	(417)	–	–
Net loss for the year	–	–	–	(25,309)	(25,309)
Balance, December 31, 2013	24	391,998	28,094	(141,369)	278,747
Share-based payments (Note 21(b))	–	–	3,119	–	3,119
Exercise of share-based payments – cash proceeds	–	769	–	–	769
Fair value of share-based payments exercised	–	558	(558)	–	–
Net loss for the year	–	–	–	(39,663)	(39,663)
Balance, December 31, 2014	24	393,325	30,655	(181,032)	242,972

Continental Gold Limited
Consolidated Statements of Cash Flows

For the years ended (in thousands of U.S. Dollars)	Notes	December 31, 2014	December 31, 2013
		\$	\$
Cash provided by (used in):			
Operating activities:			
Net loss for the year		(39,663)	(25,309)
Items not affecting cash:			
Foreign exchange loss		7,164	8,180
Loss on marketable securities		3,762	741
Gain on loss of significant influence		(1,600)	-
Loss on sale or write-down of assets	12, 13	16,599	7,403
Share-based payments	21(b)	1,919	3,934
Deferred tax expense	19	6,243	736
Other non-cash items	25(a)	347	1,394
Changes in non-cash operating working capital balances	25(a)	2,578	(425)
		(2,651)	(3,346)
Investing activities:			
Exploration and evaluation assets		(52,869)	(48,057)
Recoveries in property from gold sales	13(b)	6,549	6,619
Receivables related to mineral properties		(3,624)	3,551
Property, plant and equipment		(1,793)	(2,141)
Other investing activities	25(b)	522	(2,049)
		(51,215)	(42,077)
Financing activities:			
Cash proceeds from exercise of stock options, warrants, and broker warrants		770	654
		770	654
Net change in cash and cash equivalents during the period		(53,096)	(44,769)
Cash and cash equivalents, beginning of period		117,526	169,983
Foreign exchange effect on cash balances		(6,872)	(7,688)
Cash and cash equivalents, end of period		57,558	117,526

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Tabular dollar amounts represent thousands of United States (“U.S.”) dollars, unless otherwise shown. References to C\$/CAD and COP are to Canadian dollars and Colombian pesos, respectively.

1. NATURE OF OPERATIONS

Continental Gold Limited, a Bermuda-based, privately-owned company, was incorporated under the Companies Act, 1981 (Bermuda) by articles of incorporation dated April 26, 2007. Continental Gold Limited and Cronus Resources Ltd. (“Cronus”), a TSX Venture Exchange listed company, amalgamated under the Companies Act, 1981 (Bermuda) by articles of amalgamation dated March 30, 2010. The resulting issuer, a Bermuda-based company, now operates under the Continental Gold Limited name (the “Company”) and is governed by the bye-laws of the original Continental Gold Limited. The Company formed a branch pursuant to the laws of Colombia, South America effective May 23, 2007 and principally carries on business in Colombia under the name “Continental Gold Limited Sucursal Colombia”. In addition, wholly-owned subsidiaries, incorporated in Colombia and Bermuda, hold certain exploration properties.

The Company engages principally in the acquisition, exploration and development of its mineral properties in Colombia. The Company’s activities include a small-scale mining operation related to exploration work and considered by the Company to be in the pre-production stage. Substantially all of the Company’s efforts are devoted to exploring, financing and developing these properties.

The Company’s shares are listed on the Toronto Stock Exchange (“TSX”) and also trade in the United States on the OTCQX® International, the highest tier of the U.S. Over-the-Counter market. The registered address and corporate records of the Company are located at Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM 11, Bermuda.

2. BASIS OF PREPARATION

Statement of Compliance

The annual consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued and effective for the year ended December 31, 2014, as issued by the International Accounting Standards Board (“IASB”).

These annual consolidated financial statements were approved and authorized by the Board of Directors on March 5, 2015.

Basis of Measurement

These annual consolidated financial statements have been prepared under the historical cost convention except for financial instruments, which are measured at fair value.

The Company engages principally in the acquisition, exploration and development of mineral properties in Colombia. The Company currently has interests in mineral properties, including a small-scale mining operation related to exploration work and considered by the Company to be in the pre-production stage. Substantially all of the Company’s efforts are devoted to exploring, financing and developing these properties. There has been no determination whether the Company’s interests in mineral properties contain mineral reserves which are economically recoverable. The Company’s assets are located in Colombia and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration and development programs will result in profitable mining operations. The recoverability of the carrying value of mineral properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to raise financing or, alternatively, upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values of the mineral properties.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and development activities and in which it has an interest, in accordance with industry standards for the current stage of exploration and development of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims and non-compliance with regulatory and environmental requirements.

Basis of Consolidation

Subsidiaries

Subsidiaries are entities over which the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are included in the annual consolidated financial statements from the date that control commences until the date the control ceases. Any remaining interest in the entity is re-measured to fair value on the date when control is lost, with the change in carrying amount recognized in profit or loss.

Investments in Associates

Associates are entities over which the Company has significant influence, but not control or joint control over the financial and operating policies, generally accompanying a shareholding of between 20% and 50% of the voting rights. The Company accounts for its investment in associates using the equity method of accounting whereby the Company's investments in associates are initially recognized at cost and, subsequently, the Company's share of profits or losses of associates are recognized in the consolidated statement of operations and comprehensive loss until the date on which significant influence ceases.

Transactions Eliminated on Consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized gains on transactions between the Company and an associate are eliminated to the extent of the Company's interest in the associate. Unrealized losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Dilution gains and losses arising from changes in interests in investment in associates are recognized in the consolidated statement of operations and comprehensive loss.

Functional and Reporting Currency

The functional and reporting currency of the Company is the U.S. dollar. All financial information has been presented in U.S. dollars in these annual consolidated financial statements, except when otherwise indicated.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the chief executive officer of the Company that makes strategic decisions.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions, which by their nature are uncertain, affect the carrying value of assets, impact decisions as to when exploration and evaluation costs should be capitalized or expensed, and affect estimates for rehabilitation provisions. Other significant estimates made by the Company include factors affecting valuations of share-based compensation, investments in warrant securities and income tax accounts. The Company regularly reviews its estimates and assumptions; however, actual results could differ from these estimates and these differences could be material.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- (a) whether future economic benefits may be realized on exploration properties and the recoverability of exploration and evaluation expenditures capitalized;
- (b) the inputs used in estimating the fair value of share-based payment and warrant securities transactions;
- (c) the assumptions used in the measurement of the rehabilitation provision included in the consolidated statement of financial position; and
- (d) the assumptions used in determining the likelihood and magnitude of an outflow of resources for commitments and contingencies accrued in the consolidated statement of financial position.

4. CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

(a) Changes in Accounting Policies

Except for the changes noted below, the Company has consistently applied the accounting policies set out in Note 5 to all the periods presented in these audited annual consolidated financial statements.

The Company has adopted the following new and revised standards, along with any consequential amendments, effective January 1, 2014. These changes were made in accordance with the applicable transitional provisions. The nature and effect of the changes are explained below:

- (i) IAS 32, *Financial Instruments: Presentation* ("IAS 32") has adopted amendments to IAS 32, effective January 1, 2014, which clarifies some of the requirements for offsetting financial assets and financial liabilities on the consolidated statement of financial position.

The changes to IAS 32 did not result in any adjustments to the Company's financial statements on January 1, 2014.

- (ii) IFRIC 21, *Levies* sets out the accounting for an obligation to pay a levy that is not income tax. The interpretation addresses what the obligating event is that requires the payment of a levy and when a liability should be recognized.

The Company adopted IFRIC 21 on or after January 1, 2014. The change did not result in any adjustments to the Company's financial statements on January 1, 2014.

(b) **New Accounting Standards and Interpretations**

The following revised standards and amendments, unless otherwise stated, are effective on or after January 1, 2015 with early adoption permitted and have not been applied in preparing these annual consolidated financial statements. Management has not yet considered the potential impact of their adoption and does not plan to adopt these standards early.

- (i) IFRS 9, *Financial Instruments* ("IFRS 9"), replaces IAS 39, *Financial Instruments – Recognition and Measurement* ("IAS 39") and some of the requirements of IFRS 7, *Financial Instruments: Disclosures* ("IFRS 7"). The objective of IFRS 9 is to establish principles for reporting of financial assets and financial liabilities in respect of the assessment of the amounts, timing and uncertainty of an entity's future cash flows.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

- (ii) IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"), replaces IAS 11, *Construction Contracts* ("IAS 11"), IAS 18, *Revenue* ("IAS 18") and some revenue-related interpretations. The objective of IFRS 15 is to provide a single comprehensive revenue recognition model that applies to contracts with customers using two approaches to recognizing revenue – at one 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 the revenue recognized.

IFRS 15 is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted.

- (iii) Amendments to IAS 16, *Property, Plant and Equipment* ("IAS 16") and IAS 38, *Intangible Assets* ("IAS 38") – Clarification of Acceptable Methods of Depreciation and Amortization.

The amendments to IAS 16 and IAS 38 are effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.

There are no other IFRS or IFRS Interpretations Committee ("IFRIC") interpretations that are not yet effective that would be expected to have a material impact on the Company.

5. SIGNIFICANT ACCOUNTING POLICIES

Foreign currency

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities are translated at the rate of exchange prevailing when the assets were acquired or the liabilities incurred. Revenue, expense items and capitalized exploration and evaluation expenditures are translated using the average rate of exchange during the financial statement periods, except for depreciation and amortization, which are translated at historic rates.

Foreign exchange gains and losses resulting from the translation of transactions and balances denominated in foreign currencies are included in the consolidated statement of operations and comprehensive loss.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments and certificates of deposit with maturities of less than 90 days. The majority of the Company's cash and cash equivalents are held in banks in Bermuda, Canada and Colombia.

Financial instruments

Financial assets and liabilities recognition

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Non-derivative financial assets are classified into the following categories based on the purpose for which the financial assets were acquired: fair value through profit or loss ("FVTPL"), held-to-maturity, loans and receivables and available-for-sale. Non-derivative financial liabilities are classified into the other financial liabilities category. All financial instruments and derivatives are measured on the consolidated statement of financial position date at fair value upon initial recognition. Subsequent measurement depends on the initial classification of the instrument.

Financial assets measurement

Financial assets are recognized and classified as FVTPL on the settlement date if they are acquired principally for the purpose of selling or repurchasing in the short-term or are designated as such on initial recognition and are measured at fair value with unrealized gains and losses recognized through the consolidated statement of operations and loss. The Company's marketable securities are classified as FVTPL.

Financial assets are recognized and classified as held-to-maturity or loans-and-receivables on the trade date if they are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are initially measured at the amount expected to be received, less a discount, when material, to reduce the loans and receivables to fair value. Subsequently, the assets are measured at amortized cost using the effective interest method less a provision for impairment. The Company's cash and cash equivalents and trade and other receivables are classified as held-to-maturity and loans-and receivables, respectively.

Financial assets are classified as available-for-sale if they are non-derivatives that are either designated in this category or not classified in any of the other categories. Available-for-sale investments are recognized initially at fair value and are subsequently measured at fair value with unrealized gains and losses from re-measurement recognized in OCI except for impairment losses and foreign currency gains and losses on translation of debt securities. When an available-for-sale asset is de-recognized, the accumulated gains or losses are transferred from OCI to net income (loss) within the consolidated statement of operations and comprehensive loss. As at December 31, 2014 and 2013, the Company has not classified any financial assets as available-for-sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities measurement

Financial liabilities classified as other financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these liabilities are measured at amortized cost using the effective interest method. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Impairment of financial assets

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets are impaired.

The criteria used to determine if objective evidence of impairment exists include:

- (i) significant financial difficulty of a debtor;
- (ii) delinquencies in interest or principal payments;
- (iii) it becomes probable that the borrower will enter bankruptcy or other financial reorganization; and
- (iv) significant decline or prolonged loss in value.

If such evidence exists, the Company recognizes an impairment loss as follows:

1. **Assets carried at amortized cost**
The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment either directly or indirectly through the use of an allowance account. The amount of the loss is recognized in the consolidated statement of operations and comprehensive 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 to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of operations and comprehensive loss.

In relation to trade and other receivables, a provision for impairment is made and an impairment loss is recognized in the consolidated statement of operations and comprehensive loss when there is objective evidence that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

2. Available-for-sale
An amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in the consolidated statement of operations and comprehensive loss, is transferred from equity to profit or loss. Reversals in respect of equity instruments classified as available-for-sale are not recognized in the consolidated statement of operations and comprehensive loss.

De-recognition of financial assets and liabilities

Financial assets are de-recognized when the contractual rights to receive cash flows from the assets expire or when the Company no longer retains substantially all of the risks and rewards of ownership and does not retain control over the financial asset. Any interest in such de-recognized financial assets that is created or retained by the Company is recognized as a separate asset or liability. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in the consolidated statement of operations and comprehensive loss.

For financial liabilities, de-recognition occurs when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability de-recognized and the consideration paid and payable is recognized in the consolidated statement of operations and comprehensive loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis or other valuation models.

Intangible assets

Intangible assets are comprised of computer software acquired separately and are measured on initial recognition at cost, which comprises its purchase price plus any directly attributable costs of preparing the asset for its intended use. Following initial recognition, intangible assets are carried at cost less any accumulated amortization on a straight-line basis over their useful lives of three years and any accumulated impairment losses.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the consolidated statement of operations and comprehensive loss when the asset is de-recognized.

Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use along with the future cost of dismantling and removing the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The cost of major overhauls of property, plant and equipment is recognized in the carrying amount of the overhaul provides future economic benefits to the Company, and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the consolidated statement of operations and comprehensive loss as incurred.

Depreciation

Property, plant and equipment are depreciated over the estimated useful lives of the assets using the straight-line or units-of-production method, as appropriate, as follows:

Office equipment	5 to 10 years
Computer equipment	5 years
Vehicles	5 years
Buildings	20 years or units-of-production when in commercial production
Mining and plant equipment	10 years or units-of-production when in commercial production
Mine development costs	Units-of-production when available for use
Leasehold improvements	Lease term
Land	Not depreciated

Residual values, method of amortization and useful lives of the assets are reviewed annually and adjusted if appropriate.

Impairment of property, plant, equipment and intangible assets

Property, plant and equipment and finite life intangible assets are reviewed for impairment when events or circumstances indicate that their carrying value may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Any intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

An asset's recoverable amount is the higher of fair value less costs to sell 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 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. Impairment is recognized immediately in operations. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized. Any subsequent reversal of an impairment loss is recognized in operations.

Exploration and evaluation (“E&E”) costs

Recognition and measurement

Exploration and evaluation costs are those costs required to find a mineral property and determine technical feasibility and commercial viability. E&E costs include costs to establish an initial mineral resource and determine whether inferred mineral resources can be upgraded to measured and indicated mineral resources and whether measured and indicated mineral resources are commercially viable. Costs incurred before the Company has obtained the legal right to explore an area are recognized in the consolidated statement of operations and comprehensive loss.

E&E costs relating to the acquisition of, exploration for and development of mineral properties are capitalized and include, but are not restricted to: drilling, trenching, sampling, surveying and gathering exploration data; tunnelling and development, calculation and definition of mineral resource; test work on geology, metallurgy, mining, geotechnical and geophysical; and conducting geological, geophysical, engineering, environmental, marketing and financial studies.

All pre-production and bulk sampling revenues are credited against the capitalized expenditures. Option payments received are credited to the related exploration and evaluation asset. Option payments received in excess of amounts capitalized are recognized in the consolidated statement of operations and comprehensive loss.

Administration costs that do not relate directly to specific exploration activity for capitalized projects are expensed as incurred.

Impairment

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Indicators of impairment include, but are not limited to:

- (a) the period for which the right to explore is less than one year;
- (b) further exploration expenditures are not anticipated;
- (c) a decision to discontinue activities in a specific area; and
- (d) the existence of sufficient data indicating that the carrying amount of an exploration and evaluation asset is unlikely to be recovered from the development or sale of the asset.

Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration and evaluation assets are not expected to be recovered, they are charged to operations.

Reclassification to property, plant and equipment

Capitalized exploration and evaluation costs for a project are classified as such until the project demonstrates technical feasibility and commercial viability. Upon demonstrating technical feasibility and commercial viability, and subject to an impairment analysis, capitalized exploration and evaluation costs are transferred to mine development costs within property, plant and equipment. Technical feasibility and commercial viability generally coincide with the establishment of proven and probable reserves and/or a decision to commence construction of a mine. However, this determination may be impacted by management’s assessment of certain modifying factors including legal, environmental, social and governmental factors. All subsequent expenditures on the construction, installation or completion of infrastructure facilities are capitalized within mine development costs.

Upon the commencement of commercial production, capitalized costs will be transferred to the relevant asset classes within property, plant and equipment and charged to operations on a unit-of-production basis. The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, future production or proceeds of disposition.

Business combinations and asset purchases

The Company also recognizes exploration and evaluation costs as assets when acquired as part of a business combination, or asset purchase. These assets are recognized at fair value.

Provisions

General

Provisions are recognized when:

- (a) the Company has a present obligation (legal or constructive) as a result of a past event; and
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of operations and comprehensive loss. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Rehabilitation provision

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating and exploration locations in the period in which the obligation is incurred. The nature of these restoration activities includes study and analyses of known and potentially affected areas, dismantling and removing infrastructures and operating facilities, rehabilitating mines, tailings dams and waste dumps, closure of tunnel entry points, plant and waste sites, management and adequate disposal of underground waters from the tunnels, restoration, reclamation and re-vegetation of affected areas and post-closure monitoring.

The obligation generally arises when the asset is installed or the ground/environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining or exploration assets to the extent that it was incurred prior to the production. Over time, the discounted liability is increased for the change in present value based on the risk-free pre-tax discount rate in Colombia. The periodic unwinding of the discount is recognized in the consolidated statement of operations and comprehensive loss. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognized immediately in the consolidated statement of operations and comprehensive loss.

Income tax

Income tax is comprised of current and deferred tax. Income tax is recognized in the consolidated statement of operations and comprehensive loss except to the extent that it relates to items recognized directly in OCI or directly in equity, in which case the income tax is recognized directly in OCI or equity, respectively.

Current tax

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

Deferred tax

In general, deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred income tax assets and liabilities are presented as non-current.

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 at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 21.

The fair value determined at the grant date of the equity-settled share-based payments is determined using the Black-Scholes option pricing model and expensed on a graded vesting method of amortization over the period during which the employee becomes unconditionally entitled to exercise these equity instruments, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in the consolidated statement of operations and comprehensive loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payment reserve. Consideration received on the exercise of stock options is recorded as share capital and share premium reserve. The related share-based payment reserve is transferred to share premium reserve. Upon expiry, the recorded value is transferred to deficit.

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

Share capital

Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Revenue recognition

Revenue from gold bullion sales, including pre-production and bulk sampling revenues, is recognized when the significant risks and rewards of ownership have been transferred to the counterparty and the selling prices have been agreed or can be reasonably estimated.

Pre-production and bulk sampling revenues are recorded as a credit to exploration and evaluation assets.

Interest revenue

Interest revenue is recognized when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the consolidated statement of operations and comprehensive loss over the period of the lease.

Comprehensive income (loss)

Comprehensive income (loss) includes both net earnings (loss) and OCI includes holding gains and losses on available-for-sale investments, gains and losses on certain derivative instruments and foreign currency gains and losses relating to self-sustaining foreign operations, all of which are not included in the calculation of net earnings until the period that the related asset or liability affects income. Cumulative changes in OCI are included in accumulated OCI which is presented as a category in shareholders' equity. For the years ended December 31, 2014 and 2013, the comprehensive loss equals net loss.

Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net income (loss) attributable to the equity holders of the Company by the weighted-average number of common shares outstanding during the period.

Diluted earnings (loss) per share is calculated by adjusting the weighted-average number of common shares outstanding for dilutive instruments. The number of shares with respect to options, warrants and similar instruments is computed using the treasury stock method under which deemed proceeds on the exercise of stock options and other dilutive instruments are considered to be used to reacquire common shares at the average share price for the period with the incremental number of shares being included in the denominator of the diluted income (loss) per share calculation. The Company's potential dilutive common shares comprise stock options, Canadian-dollar denominated warrants, warrants and broker warrants. The diluted earnings (loss) per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

6. SUBSIDIARIES

The following is a list of subsidiaries of the Company at December 31, 2014:

Name	Country of incorporation	Nature of business	Proportion of shares held directly by Company (%)	Proportion of shares held consolidated group (%)
CGL International Holdings Limited	Bermuda	Intermediate holding company	100	–
CGL Berlin Holdings Limited	Bermuda	Intermediate holding company	–	100
CGL Dominical Holdings Limited	Bermuda	Intermediate holding company	–	100
CGL Santander Holdings Limited	Bermuda	Intermediate holding company	–	100
CGL Greater Buritica Holdings Limited	Bermuda	Intermediate holding company	–	100
CGL Dojura Holdings Limited	Bermuda	Intermediate holding company	–	100
CGL Berlin S.A.S.	Colombia	Exploration	–	100
CGL Dominical S.A.S.	Colombia	Exploration	–	100
CGL Santander S.A.S.	Colombia	Exploration	–	100
CGL Gran Buritica S.A.S.	Colombia	Exploration	–	100
CGL Dojura S.A.S.	Colombia	Exploration	–	100

The Company finances the operations of all of its subsidiaries and thus these companies will have unsecured borrowings from the Company that are interest free and at call. The ability for these controlled entities to repay debts due to the Company (and other parties) will be dependent on the commercialization of the exploration and evaluation assets owned by the subsidiaries.

7. OPERATING SEGMENTS

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Colombia.

Supplemental information

The Company has provided information regarding unallocated assets, liabilities and net loss as supplemental information:

December 31, 2014 (in thousands of U.S. dollars)	Corporate	Colombia	Total
	\$	\$	\$
<i>As at:</i>			
Cash and cash equivalents	56,213	1,345	57,558
Exploration and evaluation assets	-	195,309	195,309
Total assets	57,730	210,768	268,498
Total liabilities	604	24,922	25,526
<i>For the year ended:</i>			
Net loss	(12,633)	(27,030)	(39,663)
Capital expenditures	9	46,312	46,321

December 31, 2013 (in thousands of U.S. dollars)	Corporate	Colombia	Total
	\$	\$	\$
<i>As at:</i>			
Cash and cash equivalents	114,274	3,252	117,526
Exploration and evaluation assets	-	163,888	163,888
Total assets	118,250	179,063	297,313
Total liabilities	104	18,462	18,566
<i>For the year ended:</i>			
Net loss	(16,557)	(8,752)	(25,309)
Capital expenditures	30	46,013	46,043

8. CASH AND CASH EQUIVALENTS

Cash and cash equivalents are comprised of the following:

As at (in thousands of U.S. Dollars)	December 31, 2014	December 31, 2013
	\$	\$
Cash in banks and petty cash	57,558	56,413
Short-term bank deposits	-	61,113
Total	57,558	117,526

9. MARKETABLE SECURITIES

Marketable securities consisted of the following:

As at (in thousands of U.S. Dollars)	December 31, 2014		December 31, 2013	
	Cost	Fair Value	Cost	Fair Value
	\$	\$	\$	\$
Equity securities (a)	4,283	591	1,219	888
Warrant securities (b)	440	39	-	-
	4,723	630	1,219	888

Included in the Company's investment in equity and warrant securities is an investment in Cordoba Minerals Corp. ("Cordoba"), an unrelated public company.

On February 6, 2014, the Company invested C\$1,000,000 for the subscription of 2,000,000 units of Cordoba. The units consisted of 2,000,000 common shares of Cordoba and 2,000,000 warrant securities exercisable at C\$0.75 per share of Cordoba until February 6, 2017.

On March 28, 2014, Cordoba completed the acquisition (the "Cordoba transaction") of Sabre Metals Inc. ("Sabre"), an associate of the Company (Note 14(a)). Upon completion of the Cordoba transaction, the Company's ownership of Cordoba was approximately 7%, including shares of Cordoba previously owned by the Company and the issuance of the above-noted units. This investment has been classified as marketable securities and is recognized as fair value through profit and loss ("FVTPL") investments.

The Company has recognized a gain of \$1,600,000 in the consolidated statement of operations and comprehensive loss for the year ended December 31, 2014 resulting from the revaluation and reclassification of the Sabre investment, which was previously accounted for as an investment in associate, due to the loss of significant influence.

(a) Equity securities

Equity securities are classified as FVTPL and are recorded at fair value using the bid price as at December 31, 2014 and are therefore classified as level 1 within the fair value hierarchy.

(b) Warrant securities

Warrant securities are classified as FVTPL and are recorded at fair value using a Black-Scholes option pricing model using observable inputs and are therefore classified as level 2 within the fair value hierarchy.

10. RECEIVABLES AND PREPAID EXPENSES

As at (in thousands of U.S. dollars)	December 31, 2014	December 31, 2013
	\$	\$
Accounts receivable (a)	4,413	2,588
Other receivables (b), Note 22(d)	-	524
Income tax receivable	358	144
Prepaid expenses	93	82
	4,864	3,338

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

(a) **Accounts receivable**

Accounts receivable includes a total of \$4,103,000 (2013 – \$2,259,000) of refundable sales taxes made up of \$3,916,000 (2013 – \$1,601,000) of Colombia value-added-tax refund receivable and \$187,000 (2013 – \$658,000) of Canadian harmonized sales tax refund receivable.

(b) **Other receivables**

As at December 31, 2014, a loan receivable of \$nil (December 31, 2013 – \$500,000) from an unrelated party was outstanding with a maturity date of September 1, 2014 (December 31, 2013 – maturity date of March 1, 2014). The Company received a general security agreement over the third party's personal property.

On March 1, 2014, the Company received warrant securities (Note 9(b)) from the third party in exchange for the extension of the maturity date from March 1, 2014 to September 1, 2014. Upon receipt of the warrant securities, the Company recognized \$53,000 in other income in the consolidated statement of operations and comprehensive loss for the year ended December 31, 2014.

11. PREPAIDS AND ADVANCES

As at (in thousands of U.S. dollars)	December 31, 2014	December 31, 2013
Prepaid environmental fee (See Note 26)	\$ –	\$ 1,527
Prepaid construction costs (a)	648	645
Other prepaid exploration and evaluation costs	122	145
	770	2,317

Prepays and advances represent advances for costs that will be capitalized when incurred.

(a) **Prepaid construction costs**

Prepaid construction costs represent advances to contractors for development costs that will be capitalized according to the Company's accounting policy for exploration and evaluation costs.

12. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

(in thousands of U.S. dollars)	Land and Buildings	Vehicles, Mining and Exploration Equipment	Leasehold Improvements, Office and Computer Equipment	Total
	\$	\$	\$	\$
Year ended December 31, 2014				
Opening net book value	4,163	2,656	1,520	8,339
Additions	844	611	338	1,793
Disposals	–	(71)	(2)	(73)
Depreciation	(65)	(342)	(377)	(784)
Closing net book value	4,942	2,854	1,479	9,275
Balance, December 31, 2014				
Cost	5,068	4,229	3,208	12,505
Accumulated depreciation	(126)	(1,375)	(1,729)	(3,230)
Net book value	4,942	2,854	1,479	9,275

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

(in thousands of U.S. dollars)	Land and Buildings	Vehicles, Mining and Exploration Equipment	Leasehold Improvements, Office and Computer Equipment	Total
	\$	\$	\$	\$
Year ended December 31, 2013				
Opening net book value	3,102	2,471	1,613	7,186
Additions	1,118	683	371	2,172
Disposals and write-downs	(31)	(162)	(27)	(220)
Depreciation	(26)	(336)	(437)	(799)
Closing net book value	4,163	2,656	1,520	8,339
Balance, December 31, 2013				
Cost	4,224	3,689	2,876	10,789
Accumulated depreciation	(61)	(1,033)	(1,356)	(2,450)
Net book value	4,163	2,656	1,520	8,339

Depreciation of \$312,000 (2013 - \$383,000) is included in depreciation and amortization in the consolidated statement of operations and comprehensive loss and depreciation of \$472,000 (2013 - \$416,000) is capitalized in exploration and evaluation assets.

Loss on sale or write-down of equipment of \$25,000 (2013 - \$71,500) is included in the consolidated statement of operations and comprehensive loss.

13. EXPLORATION AND EVALUATION ASSETS

(in thousands of U.S. dollars)	Balance December 31, 2013	Additions	Gold Sales, Options and Recoveries	Disposals or Write- downs	Balance December 31, 2014
	\$	\$	\$	\$	\$
Berlin (a)	14,198	18	-	(14,216)	-
Buriticá(b)	149,690	54,526	(6,549)	(2,358)	195,309
Total	163,888	54,544	(6,549)	(16,574)	195,309

(in thousands of U.S. dollars)	Balance December 31, 2012	Additions	Gold Sales, Options and Recoveries	Disposals or Write- downs	Balance December 31, 2013
	\$	\$	\$	\$	\$
Berlin (a)	14,401	158	-	(361)	14,198
Buriticá(b)	99,908	56,401	(6,619)	-	149,690
Dojura (c)	1,118	307	-	(1,425)	-
Dominical (d)	5,233	(565)	-	(4,668)	-
Santander (e)	494	66	-	(560)	-
Total	121,154	56,367	(6,619)	(7,014)	163,888

(a) Berlin Project

The Berlin Project is located in the Antioquia Department of Colombia and is adjacent to the Ituongo hydro-electrical project that is to be constructed by a Colombian public entity.

During the year, management identified indicators of impairment, requiring an assessment of the Company's recorded values for exploration and evaluation assets.

The slow progress towards the improvement of security conditions in the area have prevented the Company from commencing exploration activities at the project. As management does not expect a change in circumstances in the foreseeable future, management has determined that the recoverability of the recorded value for the project is uncertain and a write-down of \$14,216,000 was recorded for the year ended December 31, 2014 in the consolidated statement of operations and comprehensive loss in respect of the remaining value of the Berlin Project.

In 2013, the Company was notified of the particular areas of property that will be required for the hydro-electrical plant which affects approximately 2.5% of the number of hectares in the Company's Berlin Project. The Company will enter into negotiations with the public entity in respect of compensation for the relinquishment of property. However, as there was no certainty in respect of the outcome of the negotiations, the Company recorded a write-down of \$361,000 for the year ended December 31, 2013 in the consolidated statement of operations and comprehensive loss for the property that is expected to be relinquished. Any resulting compensation will be recognized in income at the time of receipt.

All subsequent expenditures incurred in respect of the project will be expensed.

(b) **Buriticá Project**

The Buriticá Project includes the Yaraguá mine that had previously been under small-scale production by the Company and is now utilized for underground exploration development and a bulk sample testing operation.

Gold concentrate inventory of \$70,000 (December 31, 2013 - \$8,000) is included in mineral properties and is carried at the lower of cost and net realizable value. Inventory is recorded at cost as the Company capitalizes its pre-production revenues and costs. During the years ended December 31, 2014 and 2013, no amounts have been expensed in the consolidated statements of operations and comprehensive loss.

Gold sales from pre-production and bulk sampling revenues of \$6,549,000 (2013 - \$6,619,000) were credited against the capitalized expenditures.

During the year, management identified indicators of impairment, requiring an assessment of the Company's recorded values for exploration and evaluation assets.

Within the Buriticá Project are a group of properties that are located in remote areas such that the properties would not form part of the mineral resources of the main Buriticá Project. Due to both the remoteness of the properties and that exploration activities on these properties have provided inconclusive information regarding the value and potential of the properties, management has determined that the recoverability of the book value of these properties is low. As a result, a write-down of \$2,358,000 has been recorded for the year ended December 31, 2014 in the consolidated statement of operations and comprehensive loss in respect of these properties. All subsequent expenditures related to these properties are recognized as exploration expense.

The Company has determined that the remaining value of the Buriticá Project is appropriate as a result of a positive preliminary economic assessment, completed at the end of 2014. Expenditures related to the main Buriticá Project will continue to be capitalized.

(c) **Dojura Project**

A write-down of \$1,425,000 was recorded for the year ended December 31, 2013 in the consolidated statement of operations and comprehensive loss in respect of the Dojura Project as it is uncertain whether the Company will be able to recover its costs or commence exploration for the project. All subsequent exploration costs incurred in respect of the Dojura Project are recognized as exploration expense.

On September 23, 2014, the Superior Court of the District of Antioquia rejected a claim to cancel exploration and mining concessions that encompass traditional indigenous land due to indigenous groups being displaced as a result of security conditions. However, the court did temporarily suspend exploration and mining activities on indigenous land until formal consultation with indigenous communities occur. Approximately 7,726 hectares in the Dojura Project are affected by this court ruling. The Company plans to begin the process of consulting the indigenous communities in the affected areas.

(d) **Dominical Property**

The Dominical Project is located in the Cauca Department in Colombia. As a result of worsening security conditions in the Cauca Department, the Company re-evaluated its work plan and concluded that no resources will be allocated to exploration activities to the project in the near future. Accordingly, a write-down of \$4,668,000 was recorded for the year ended December 31, 2013 in the consolidated statement of operations and comprehensive loss in respect of the Dominical Project.

(e) **Santander Property**

The Santander Project was initially acquired in 2007, upon incorporation of the Company, from a company controlled by the former Chairman of the Company (the "former Chairman").

In February 2013, the Company voluntarily relinquished 1,001 hectares of its mineral exploration rights located in the Santander region within the newly-declared Parque Natural Regional Páramo de Santurbán. The Company retained its remaining 3,471 hectares of mineral exploration rights in the Santander region. Exploration activities during 2013 resulted in the conclusion by management to relinquish its remaining rights.

As a result, the Company recognized a write-down for the year ended December 31, 2013 of \$560,000 in the consolidated statement of operations and comprehensive loss in respect of the Santander Project.

In December 2013, all of the Company's remaining exploration licenses for the Santander Project were transferred to a company controlled by the former Chairman for nil consideration.

14. INVESTMENTS IN ASSOCIATES

Investments in associates consist of the following:

(in thousands of U.S. dollars)	Sabre Metals Inc. (a)	ThunderBolt Resources Inc. (b)	Total
	\$	\$	\$
Balance, January 1, 2013	667	353	1,020
Additional investment	391	-	391
Share of net loss	(196)	(36)	(232)
Impairment adjustment (Note 22(e))	-	(317)	(317)
Balance, December 31, 2013	862	-	862
Additional investment	113	-	113
Share of net loss	(22)	-	(22)
Loss of significant influence (a)	(953)	-	(953)
Balance, December 31, 2014	-	-	-

(a) **Sabre Metals Inc.**

As at December 31, 2013, the Company invested a total of C\$820,000 and C\$410,000 and received, respectively, common shares in and a convertible promissory note from Sabre, a private company incorporated in the Province of Ontario, Canada and indirectly controlled by the former Chairman. The Company also received shares of Sabre in consideration for the waiver of the Company's option on certain properties transferred to Sabre by a company controlled by the former Chairman. In January 2014, the Company invested an additional C\$108,000 in Sabre in the form of a convertible promissory note under the same terms and conditions as noted above.

The convertible promissory notes were unsecured, bore interest at a rate of 8% per annum and were payable upon the maturity date, being the earlier of September 6, 2015 and the date the shares of Sabre or its successor company commenced trading on a recognized stock exchange in Canada. The convertible promissory notes provided the Company the right to convert the receivable, at its option, into common shares of Sabre prior to the maturity date at a conversion price equal to the lesser of C\$0.50 per share and the price per share in a subsequent equity financing, if completed prior to conversion, less a 30% discount. The convertible promissory notes and accrued interest were converted to shares of Sabre immediately prior to closing of the Cordoba transaction.

Prior to the Cordoba transaction, the Company accounted for its investment in Sabre as an investment in an associate. Upon closing of the Cordoba transaction, the Company's ownership in Cordoba is approximately 7%, including shares of Cordoba owned by the Company prior to the closing of the Cordoba transaction, resulting in the reclassification of the investment to marketable securities as a result of a loss of significant influence. The fair value of Cordoba shares and warrants received upon the closing of the Cordoba transaction in exchange for Sabre shares was \$2,553,000 and, as a result, the Company recognized a gain of \$1,600,000 in the unaudited interim consolidated statement of operations and comprehensive loss for the year ended December 31, 2014 for the revaluation and reclassification of the investment in Sabre for the loss of significant influence.

(b) **ThunderBolt Resources Inc.**

In 2012, the Company invested a total of C\$414,000 in the form of a convertible promissory note and common shares in ThunderBolt Resources Inc. ("ThunderBolt") (formerly Nighthawk Resources Inc.), a private company incorporated in the Province of Ontario, Canada and indirectly controlled by the former Chairman. Additionally, the Company received shares of ThunderBolt in consideration for the waiver of the Company's option on certain properties transferred to ThunderBolt by a company controlled by the former Chairman in 2012.

The Company has accounted for its investment in ThunderBolt as an investment in associate as the Company has significant influence over the activities of ThunderBolt through the involvement of the Company's management and staff in the associate's activities and the financing of a portion of the associate's operations.

For the year ended December 31, 2013, the Company recorded an impairment adjustment to its investment in ThunderBolt and recorded a full provision against its receivable from ThunderBolt of \$317,000 and \$1,096,000, respectively, as a result of management's assessment that ThunderBolt's current properties do not meet the criteria for the potential for an economically viable mine in the current precious metal environment.

15. EQUITY TAX LIABILITY

On December 29, 2010, the Colombian Congress passed a law which imposes a 6% equity tax levied on Colombian operations. The Company's equity tax payable for the years 2011 to 2014 is a total of \$1,115,000, payable in eight equal semi-annual instalments.

The amount of equity tax payable is fixed for the four-year term which ended in 2014 and was payable regardless of whether subsequent changes to the Company's financial position would result in a reduction or elimination of the equity tax amount during the four-year term. As a result, the Company expensed the entire amount in consolidated statement of operations and comprehensive loss for the year ended December 31, 2011 with the initial corresponding liability recognized on the consolidated statement of financial position as equity tax payable.

Equity tax liability consists of the following:

(in thousands of U.S. Dollars)	2014	2013
	\$	\$
Balance, January 1	293	613
Payments	(286)	(302)
Accretion	-	26
Foreign exchange	(7)	(44)
Balance, December 31	-	293
Current, included in accounts payable and accrued liabilities	-	293
Non-current	-	-
Balance, December 31	-	293

Effective January 1, 2015, the Colombian government imposed a new wealth tax on all Colombian entities for 2015 to 2018 at a maximum rate of 1.15% for 2015, 1% for 2016, 0.4% for 2017 and 0% for 2018. The wealth tax is based on the Colombian entity's net equity position at the beginning of each year with a 25% minimum and maximum change in the net equity from the prior year. Amounts are payable and will be accounted for as an expense each year.

16. REHABILITATION PROVISION

The Company's rehabilitation provision is based on management's best estimate of costs to abandon and reclaim mineral properties and facilities as well as an estimate of the future timing of the costs to be incurred.

(in thousands of U.S. dollars)	2014	2013
	\$	\$
Balance, January 1	1,389	373
Change in provision	1,674	1,009
Accretion expense	20	7
Balance, December 31	3,083	1,389

The Company has estimated its total rehabilitation provision at December 31, 2014 based on an undiscounted future liability of approximately \$4,470,000 (2013 – \$1,529,000), a risk-free rate of 4.50% (2013 – 3.25%) and an inflation rate of 3.66% (2013 – 1.76%). Reclamation is expected to occur in 2017 and in 2035.

17. FINANCIAL INSTRUMENTS

Details of the significant accounting policies and methods adopted (including the criteria for recognition, the bases of measurement, and the bases for recognition of income and expenses) for each class of financial asset and financial liability are disclosed in Note 5.

Financial assets and financial liabilities as at December 31, 2014 and December 31, 2013 were as follows:

As at December 31, 2014 (in thousands of U.S. Dollars)	Fair Value through profit and loss	Loans and receivables and held-to- maturity	Other financial assets/ (liabilities)	Total
	\$	\$	\$	\$
Cash and cash equivalents	–	57,558	–	57,558
Marketable securities	630	–	–	630
Receivables	–	4,771	–	4,771
Accounts payable and accrued liabilities	–	–	(4,803)	(4,803)
Equity tax liability	–	–	–	–
Total	630	62,329	(4,803)	58,156

As at December 31, 2013 (in thousands of U.S. Dollars)	Fair Value through profit and loss	Loans and receivables and held-to- maturity	Other financial assets/ (liabilities)	Total
	\$	\$	\$	\$
Cash and cash equivalents	–	117,526	–	117,526
Marketable securities	888	–	–	888
Receivables	–	3,256	–	3,256
Accounts payable and accrued liabilities	–	–	(5,487)	(5,487)
Equity tax liability	–	–	(293)	(293)
Total	888	120,782	(5,780)	115,890

The carrying value of cash and cash equivalents, receivables, accounts payable and accrued liabilities and equity tax liability approximate fair value because of the limited term of these instruments.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate and price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Fair Value hierarchy and liquidity risk disclosure:

Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company has no significant concentration of credit risk arising from its properties. The Company's cash and cash equivalents are held with banks in Colombia, Bermuda and Canada. The Company limits material counterparty credit risk on these assets by dealing with financial institutions with credit ratings of at least "A" or equivalent, or those which have been otherwise approved. Amounts receivable mainly consist of receivables from unrelated parties. Current amounts receivable as of December 31, 2014 were 4,771,000 (2013 – \$3,256,000). Management believes that the credit risk concentration with respect to amounts receivable is minimal based on the Company's history with these unrelated parties and security held over the receivable.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. The Company has treasury policies designed to support managing of liquidity risk by proactively mitigating exposure through cash management, including forecasting its liquidity requirements with available funds and anticipated cash flows.

As at December 31, 2014, the Company had cash and cash equivalents of \$57,558,000 (2013 – \$117,526,000) to settle current liabilities of \$4,803,000 (2013 - \$5,780,000). The majority of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has various commitments detailed in Note 26.

For the year ended December 31, 2014, the Company recorded a net loss of \$39,663,000 (2013 – \$25,309,000) and reported an accumulated deficit of \$181,032,000 (2013 - \$141,369,000).

The Company has a need for equity capital and other financing to fund working capital in the exploration and development of its properties. The Company's ability to continue as an active mineral property explorer and developer is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or sufficient, or if the Company will attain profitable levels of operation.

The Company has begun to examine its options to secure additional sources of funds including public issuances and private placements.

Market risk

Interest rate risk

Interest rate risk is the impact that changes in interest rates could have on the Company's earnings and liabilities. The Company has cash balances and no interest-bearing debt. Management believes that interest rate risk is remote as cash investments have maturities of less than one year.

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

Foreign currency risk

Foreign currency risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the entity's functional currency. The Company's functional currency is the U.S. dollar. The Company conducts some of its operating and investing activities in currencies other than the U.S. dollar. The Company is therefore subject to gains or losses due to fluctuations in these currencies relative to the U.S. dollar.

The Company had the following foreign currency balances:

As at December 31, 2014	Foreign Currency	Foreign Balance \$(000's)	\$(000's)
Cash and cash equivalents	COP	3,210,337	1,345
Cash and cash equivalents	CAD	54,309	46,814
Marketable securities	CAD	731	630
Receivables	COP	10,837,106	4,540
Receivables	CAD	220	190
Accounts payable and accrued liabilities	COP	1,823,790	764
Accounts payable and accrued liabilities	CAD	728	628

As at December 31, 2013	Foreign Currency	Foreign Balance \$(000's)	\$(000's)
Cash and cash equivalents	COP	6,277,483	3,252
Cash and cash equivalents	CAD	107,264	100,850
Marketable securities	CAD	945	888
Receivables	COP	3,329,735	1,725
Receivables	CAD	917	862
Accounts payable and accrued liabilities	COP	9,458,189	4,900
Accounts payable and accrued liabilities	CAD	110	103
Equity tax liability	COP	565,580	293

Commodity and equity price risk

The Company is exposed to price risk with respect to commodity price. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious minerals to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

Based on management's knowledge of and experience with the financial markets, the Company believes the following movements are "reasonably possible" over a year:

- (i) The Company is exposed to foreign currency risk on fluctuations of financial instruments primarily relating to cash and cash equivalents that are denominated in Canadian dollars and Colombian pesos. As at December 31, 2014, had both the Canadian dollar and the Colombian peso strengthened/weakened by 20% against the U.S. dollar with all other variables held constant, the Company's reported net loss for the year ended December 31, 2014 would have been approximately \$10.0 million lower/higher.

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

Commodity price risk could affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market of precious metals. As of December 31, 2014, the Company was not a commercial producing entity. As a result, commodity price risk could affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. The Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Fair value

Fair market value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

The following tables illustrate the classification of the Company's financial instruments within the fair value hierarchy, representing all recurring financial assets. The levels in the hierarchy are:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

As at December 31, 2014 (in thousands of U.S. dollars)	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Marketable securities	529	101	-	630
	529	101	-	630

As at December 31, 2013 (in thousands of U.S. dollars)	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Marketable securities	888	-	-	888
	888	-	-	888

As at December 31, 2014, there were no non-recurring financial assets or liabilities that were valued at fair value.

18. CAPITAL MANAGEMENT

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

The Company considers its capital to be equity, which is comprised of share capital, share premium reserve, share-based payment reserve and deficit which at December 31, 2014 totalled \$242,972,000 (2013 - \$278,747,000). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is regularly updated based on activities related to its mineral properties. Selected information is frequently provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2014. The Company is not subject to any capital requirements imposed by a regulator or lending institution.

19. INCOME TAXES

Income taxes are comprised of:

For the years ended (in thousands of U.S. dollars)	December 31, 2014	December 31, 2013
	\$	\$
Current tax (recovery) expense :		
Current minimum tax	67	9
Adjustments in respect of prior years	(219)	–
	(152)	9
Deferred tax (recovery):		
Origination and reversal of temporary differences	6,243	736
	6,243	736
Income tax expense (recovery)	6,091	745

The Company is incorporated in Bermuda and it is not subject to income taxes in Bermuda, and as such the losses incurred as a result of corporate expenses in Bermuda will not result in an income tax recovery. The Company is tax resident in Canada and is subject to income taxes at a combined federal and provincial statutory tax rate as at December 31, 2014 of 26.5% (2013 – 26.5%). The tax on the Company's net income (loss) before tax differs from the amount that would arise using the tax rate applicable to the Company as follows:

For the years ended (in thousands of U.S. dollars)	December 31, 2014	December 31, 2013
	\$	\$
Net loss before taxes	(33,572)	(24,564)
Expected income tax recovery	(8,897)	(6,509)
Foreign tax rate differences	882	493
Non-deductible expenses	516	1,051
Change in future tax rates	421	–
Foreign exchange impact on deferred tax liability	9,876	2,056
Adjustment in respect of prior years	(218)	144
Current year loss not recognized	2,905	3,625
Other	606	(115)
Net income tax recovery	6,091	745

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

All deferred tax assets and liabilities are expected to be settled after 12 months. The tax effect of temporary differences that give rise to deferred tax assets and liabilities are as follows:

For the year ended December 31, 2014 (in thousands of U.S. dollars)	Property, plant and equipment	Exploration and evaluation assets	Other	Net deferred income tax (asset) liability
Balance, January 1	\$ 88	\$ 11,287	\$ 22	\$ 11,397
Recognized in equity	—	—	—	—
Recognized in profit or loss	(541)	6,779	5	6,243
Balance, December 31	(453)	18,066	27	17,640

For the year ended December 31, 2013 (in thousands of U.S. dollars)	Property, plant and equipment	Exploration and evaluation assets	Other	Net deferred income tax (asset) liability
Balance, January 1	\$ (304)	\$ 10,941	\$ 24	\$ 10,661
Recognized in equity	—	—	—	—
Recognized in profit or loss	392	346	(2)	736
Balance, December 31	88	11,287	22	11,397

The above deferred tax assets and liabilities include the effect of tax losses available in Colombia of COP 32,983,000,000 (2013 – COP 19,417,000,000) to reduce income taxes payable in Colombia in the future. These tax losses have no expiry date. In addition, the effect of tax assets relating to exploration and evaluation assets of COP 19,330,000,000 (2013 – COP 12,431,000,000) have not been included in the above deferred tax assets and liabilities as the probability of them being utilized is low.

As at the periods ended, the Company had not recognized the following deferred tax balances that are available for utilization against taxable income:

As at (in thousands of U.S. dollars)	December 31, 2014	December 31, 2013
Exploration and evaluation assets	\$ (12,110)	\$ (3,335)
Property, plant and equipment	(288)	(192)
Financing fees	609	1,236
Unrealized loss (gain) on marketable securities	143	54
Tax losses carried forward utilizable against taxable income (a)	33,662	22,891
	22,016	20,654

- (a) As at December 31, 2014, the Company had unused tax losses available for carryforward in Canada of \$127,026,000 (2013 - \$86,383,000) that expire between the years 2030 and 2034.

20. SHARE CAPITAL

- (a) Authorized

The Company has an authorized share capital of \$60,000 and may issue up to 50,000,000,000 common shares with a par value of \$0.000001 per share and up to 100,000,000 preferred shares with a par value of \$0.0001 per share, issuable in series. All issued shares are fully paid. No dividends have been paid or declared by the Company since inception.

(b) Issued

As of December 31, 2014, the issued share capital was 127,179,758. The change in issued share capital for the 2014 and 2013 years were as follows:

	Number of Shares	
	2014	2013
Balance, January 1	126,635,005	126,191,155
Exercise of stock options (Note 21)	544,753	443,850
Balance, December 31	127,179,758	126,635,005

21. SHARE-BASED PAYMENTS

The Company has a stock option plan (the "Option Plan") and a deferred share unit plan (the "DSU Plan") in place. The maximum number of common shares issuable under all share-based compensation arrangements of the Company is equal to 10% of the issued and outstanding common shares of the Company from time to time. These plans are rolling plans as the number of shares reserved for issuance pursuant to the grant of stock options and deferred share units ("DSUs") will increase as the Company's issued and outstanding share capital increases. The aggregate number of common shares reserved for issuance granted to any one individual in a 12-month period, pursuant to the share-based compensation arrangements of the Company, may not exceed 5% of the total number of common shares outstanding.

The DSU Plan provides that employees and directors of the Company may elect to receive up to 100% of their annual compensation in DSUs. DSUs will be credited to a participant by way of a bookkeeping entry in the books of the Company, the value of which is equivalent to a common share at that time. As of December 31, 2014, there were no DSUs outstanding.

Under the Option Plan, the Company may grant to directors, officers, employees and consultants stock options to purchase common shares of the Company. Stock options granted under the Option Plan will be for a term not to exceed 10 years.

Movements in stock options during the period were as follows:

	2014		2013	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, January 1	9,930,762	C\$ 5.82	8,612,112	5.18
Granted ^(*) (a)	2,025,000	3.70	2,365,000	7.98
Exercised	(544,753)	1.53	(443,850)	1.50
Expired or Forfeited	(1,113,346)	7.07	(602,500)	8.29
Balance, December 31	10,297,663	5.50	9,930,762	5.82

^(*) The weighted average grant date fair value of stock option grants during the years ended December 31, 2014 and December 31, 2013 was \$1.54 per share and \$3.12 per share, respectively.

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

The following table shows the options outstanding at December 31, 2014:

Range of Price (C\$)	Options Outstanding			Options Exercisable		
	Number of Options Outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price (C\$)	Number of options exercisable	Weighted average remaining contractual life (years)	Weighted average exercise price (C\$)
\$1.00 – \$2.00	2,371,975	0.65	1.46	2,371,975	0.65	1.45
\$2.01 – \$4.00	2,095,000	3.94	3.53	636,250	2.81	3.13
\$4.01 – \$6.00	600,000	1.74	5.32	525,000	1.52	5.40
\$6.01 – \$8.00	3,345,063	1.81	7.66	3,345,063	1.81	7.66
\$8.01 – \$9.66	1,885,625	2.65	9.01	1,565,000	2.56	9.04
	10,297,663	2.13	5.50	8,443,288	1.68	5.69

- (a) The following is a summary of the options granted, the fair values and the assumptions used in the Black-Scholes option pricing formula:

For the years ended	December 31, 2014	December 31, 2013
Number of options granted	2,025,000	2,365,000
Weighted average exercise price (C\$)	3.70	7.98
Weighted average market price (\$)	3.39	8.01
Expected dividend yield	Nil	Nil
Expected volatility	67%	56%
Weighted average risk-free interest rate	1.13%	1.20%
Forfeiture rate	9.45%	8.61%
Weighted expected life (years)	3.13	3.12
Weighted average grant date fair value (\$)	1.54	3.12

The options granted in 2014 and 2013 have vesting terms of 1/4 every six months from the date of grant and have a five-year term.

- (b) The Company recorded share-based payments as follows:

For the years ended (in thousands of U.S. Dollars)	Note	December 31, 2014	December 31, 2013
		\$	\$
Share-based payments, included in corporate administration expenses	23	1,919	3,934
Share-based payments capitalized to exploration and evaluation assets		1,200	2,812
		3,119	6,746

22. RELATED PARTY TRANSACTIONS

Related parties include management, the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The following related party transactions were conducted in the normal course of operations and are measured at the exchange value (the amount established and agreed to by the related parties):

- (a) During the year ended December 31, 2014, aggregate gold sales to a refinery company, in which a former director of the Company has an equity interest and is an officer, amounted to \$2,631,000 (2013 - \$6,619,000) and are reported as a reduction to exploration and evaluation assets on the consolidated statement of financial position. The former director resigned effective June 3, 2014.
- (b) Effective November 22, 2011, the Company entered into a consulting agreement with a company controlled by the former Chairman for \$20,000 per month. Services include site visit security and logistics, technical assistance and assistance with Colombia mining law and processes. The agreement terminated on December 31, 2014.
- (c) On February 6, 2014, the Company loaned C\$2,000,000 to a company controlled by the former Chairman of the Company to facilitate the closing of the Cordoba transaction. The promissory note bore interest of 2.5% per annum and was repaid upon closing of the Cordoba transaction. For the nine months ended September 30, 2014, the Company received interest of \$7,000 in respect of the promissory note, which has been recorded as interest income in the consolidated statement of operations and comprehensive loss.
- (d) As at December 31, 2013, \$24,000 was included in current receivables relating to exploration and administrative expenditures incurred by the Company on behalf of Sabre. The receivable was subsequently transferred to Cordoba, an unrelated third party, upon completion of the Cordoba transaction.
- (e) During the year ended December 31, 2013, the Company recorded a provision of \$998,000, representing the receivable balance as at June 30, 2013 from ThunderBolt, an associate of the Company, in corporate administration and an impairment adjustment of \$317,000 in respect of its investment in ThunderBolt.
- (f) In 2013, the Company issued a letter of support to the Colombian Mining Authority representing a total of 257,690 hectares covered in exploration applications submitted by Sabre, an associate of the Company prior to the completion of the Cordoba transaction on March 28, 2014. The letter of support indicated a financial commitment by the Company to financially support the exploration activities by Sabre that is limited to an approximate cost of \$98/hectare, for future exploration expenditures for the three-year period commencing from the date a concession contract is registered in respect of the specified areas in the applications. In December 2014, the Company notified the Colombian Mining Authority of the withdrawal of its support.

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel were as follows:

For the years ended (in thousands of U.S. dollars)	December 31, 2014	December 31, 2013
	\$	\$
Management salaries, benefits and bonuses	1,302	2,062
Director fees	411	407
Consulting fees	61	241
Share-based payments	2,010	4,330
	3,784	7,040

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the compensation committee having regard to the performance of individuals and market trends.

Total management salaries, benefits, bonuses and share-based payments of \$1,055,000 (2013 - \$1,245,000) that were included above were capitalized to exploration and evaluation assets.

23. CORPORATE ADMINISTRATION EXPENSES

For the years ended (in thousands of U.S. Dollars)	Note	December 31, 2014	December 31, 2013
		\$	\$
Share-based payments	21(b)	1,919	3,934
Salaries		1,668	1,826
Environmental fee	26	1,490	-
Professional fees		837	729
General office and administration expense		783	1,085
Investor relations		481	640
Directors fees and expenses		441	423
Depreciation and amortization	12	312	405
Travel expenses		248	251
Regulatory fees		222	195
Provision for bad debts	14	59	799
		8,460	10,287

24. EARNINGS PER SHARE

(a) Basic

Basic earnings per share are calculated by dividing the net income (loss) attributable to equity holders of the Company by the weighted average number of common shares outstanding during the year:

For the years ended	December 31, 2014	December 31, 2013
Net loss attributable to equity holders of the Company (in thousands of U.S. Dollars)	\$ (39,663)	\$ (25,309)
Weighted average number of common shares outstanding (in thousands)	126,913	126,504
Basic net loss per common share	\$ (0.31)	\$ (0.20)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of common shares to assume conversion of all dilutive potential common shares. The Company has two categories of dilutive potential common shares: warrants and stock options. For both, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's outstanding shares for the year), based on the exercise prices attached to the warrants and stock options. The number of shares calculated above is compared with the number of shares that would have been issued assuming exercise of the warrants and stock options.

For the years ended	December 31, 2014	December 31, 2013
Net loss attributable to equity holders of the Company (in thousands of U.S. Dollars)	\$ (39,663)	\$ (25,309)
Weighted average number of common shares outstanding (in thousands)	126,913	126,504
Adjustments for stock options (in thousands)	1,661	2,374
Weighted average number of common shares for diluted earnings per share (in thousands)	128,574	128,878
Diluted net loss per common share	\$ (0.31)	\$ (0.20)

25. CASH FLOW – OTHER ITEMS

(a) Other Operating Activities

For the years ended (in thousands of U.S. Dollars)	Note	December 31, 2014	December 31, 2013
		\$	\$
Other non-cash items:			
Depreciation and amortization		312	405
Provision for bad debts	13(b)	59	799
Share of net loss in investments in associates	14	22	232
Interest and accretion expense		20	33
Non-cash option payments		-	(75)
Non-cash interest and warrants received		(66)	-
		347	1,394

Continental Gold Limited
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

For the years ended (in thousands of U.S. Dollars)	Note	December 31, 2014	December 31, 2013
		\$	\$
Net changes in non-cash operating working capital balances:			
Receivables and prepaid expenses		585	57
Accounts payable and accrued liabilities		1,993	(482)
		2,578	(425)

(b) **Other Investing Activities**

For the years ended (in thousands of U.S. Dollars)	Note	December 31, 2014	December 31, 2013
		\$	\$
Prepays and advances		1,362	(497)
Promissory note receivable		500	-
Receivables	10	23	(620)
Proceeds from sale of assets		-	100
Restricted cash		-	66
Intangible assets		(79)	(135)
Investment in associates	14	(100)	(391)
Marketable securities	9	(898)	(270)
Equity tax payments	15	(286)	(302)
		522	(2,049)

26. COMMITMENTS AND CONTINGENCIES

Commitments

As at December 31, 2014, the Company had the following contractual commitments and obligations:

(in thousands of U.S. dollars)	Total	Less than 1 Year	Years 2 - 5	After 5 Years
	\$	\$	\$	\$
Operating lease (a)	399	366	33	-
Capital commitments (b)	1,314	1,314	-	-
Wealth tax (c)	3,177	1,430	1,747	-
	4,890	3,110	1,780	-

- (a) Non-cancellable operating lease payments in respect of the Company's office, warehouse and housing facilities in Toronto and Colombia.
- (b) Capital commitments mainly relate to exploration drilling and the construction of the exploration tunnels. All costs will be capitalized to exploration and evaluation assets when incurred.
- (c) The Company has estimated the future commitments based on the Company's net equity position in Colombia as at December 31, 2014. See Note 15.

Environmental Contingencies

The Company's mining and exploration activities are subject to Colombian laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

In November 2013, the Company was assessed a fine of COP 2,947,500,000 from Corantioquia for alleged environmental infractions dating back to 2007 and 2008.

During 2014, the Company and Corantioquia concluded their negotiations and reached an agreement in principle. The principal terms of the agreement included the payment to Corantioquia of COP 2,947,500,000 plus interest of COP 265,452,000 to September 2014 over a 12-month period with funds being directed towards specified community development projects within the Buriticá area. The agreement was submitted for approval to, and rejected by, the Colombian courts for administrative technicalities.

The Company has subsequently initiated legal proceedings with Corantioquia's knowledge, which is currently in progress. The process includes the renegotiation of terms of the original settlement agreement.

As at December 31, 2014, the Company has recognized a liability and a corresponding expense of COP 2,947,500,000 and interest to December 31, 2014 of COP 349,145,000 in the consolidated statement of operations and comprehensive loss for the year ended December 31, 2014. As at December 31, 2014, the total liability recorded was \$1,381,000 (2013 – \$1,527,000).