INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2016

CONTINENTAL GOLD
TSX:CNL OTCQX:CGOOF

INDEX

Continental Gold Inc.
Consolidated Statements of Financial Position (unaudited)

As at (in thousands of U.S. Dollars)	Notes	March 31, 2016	December 31, 2015
		$	$
Assets			
Current assets			
Cash and cash equivalents		**20,869**	28,053
Marketable securities	7	**1,736**	555
Receivables and prepaid expenses	8	**2,687**	1,887
		25,292	30,495
Non-current assets			
Prepaids and advances	9	**769**	601
Intangible assets		**234**	260
Property, plant and equipment	10	**11,452**	11,102
Exploration and evaluation assets	11	**222,183**	217,316
		234,638	229,279
		259,930	259,774
Liabilities and Equity			
Current liabilities			
Accounts payable and accrued liabilities		**5,898**	6,179
Non-current liabilities			
Rehabilitation provision		**6,736**	6,283
Deferred tax liability		**26,097**	27,179
		32,833	33,462
		38,731	39,641
Equity			
Share capital	3, 13	**398,659**	398,419
Contributed surplus	3	**359**	359
Share-based payment reserve		**30,836**	30,363
Deficit		**(208,655)**	(209,008)
		221,199	220,133
		259,930	259,774

Commitments and contingencies	17
Subsequent events	18

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

Continental Gold Inc.
Consolidated Statements of Income (Operations) and Comprehensive Income (Loss) (unaudited)

For the three months ended (in thousands of U.S. Dollars, except share and per share amounts)	Notes	**March 31, 2016**	March 31, 2015
		$	$
Operating expenses:			
Corporate administration	15	**(2,391)**	(2,875)
Exploration expense		**(38)**	(17)
Gain on disposal of assets	10	**12**	–
		(2,417)	(2,892)
Other income (expense):			
Foreign exchange gain (loss)		**383**	(4,055)
Gain (loss) on marketable securities		**1,181**	(180)
Derivative gain	12(a)	**173**	–
Other (expense) income		**(7)**	21
Net loss before finance items and income tax		**(687)**	(7,106)
Finance income (expense):			
Interest income		**42**	95
Interest and accretion expense		**(54)**	(67)
Net loss before income tax		**(699)**	(7,078)
Income tax recovery (expense):			
Current		**(30)**	(24)
Deferred		**1,082**	(3,319)
Total income tax expense		**1,052**	(3,343)
Net income (loss) and comprehensive income (loss) for the period attributable to the equity holders of Continental Gold Inc.		**353**	(10,421)
Net income (loss) per common share			
Basic and diluted		**0.003**	(0.08)
Weighted average number of common shares outstanding			
Basic		**129,719,470**	127,339,423
Diluted		**129,769,734**	128,196,599

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

Continental Gold Inc.
Consolidated Statements of Changes in Shareholders' Equity (unaudited)

(in thousands of U.S. Dollars)	Issued Capital (Note 3)					
	Share Capital (Note 13)	**Contributed Surplus**	**Share Premium Reserve**	**Share-Based Payment Reserve**	**Deficit**	**Total**
	$	**$**	**$**	**$**	**$**	**$**
Balance, December 31, 2015	**398,419**	**359**	**–**	**30,363**	**(209,008)**	**220,133**
Share-based payments (Note14(b))	**240**	**–**	**–**	**473**	**–**	**713**
Net income (loss) for the period	**–**	**–**	**–**	**–**	**353**	**353**
Balance, March 31, 2016	**398,659**	**359**	**–**	**30,836**	**(208,655)**	**221,119**
Balance, December 31, 2014	24	–	393,325	30,655	(181,032)	242,972
Share-based payments (Note 14(b))	–	–	–	580	–	580
Exercise of share-based payments – cash proceeds	–	–	1,115	–	–	1,115
Fair value of share-based payments exercised	–	–	727	(727)	–	–
Net loss for the period	–	–	–	–	(10,421)	(10,421)
Balance, March 31, 2015	24	–	395,167	30,508	(191,453)	234,246

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

Continental Gold Inc.
Consolidated Statements of Cash Flows (unaudited)

For the three months ended (in thousands of U.S. Dollars)	Notes	**March 31, 2016**	March 31, 2015
			$
Cash provided by (used in):			
Operating activities:			
Net income (loss) for the period		**353**	(10,421)
Items not affecting cash:			
Foreign exchange (gain) loss		**(383)**	4,055
(Gain) loss on marketable securities		**(1,181)**	180
Share-based payments		**535**	352
Deferred tax (recovery) expense		**(1,082)**	3,319
Other non-cash items	16(a)	**(60)**	97
Changes in non-cash operating working capital balances	16(a)	**(433)**	(51)
		(2,251)	(2,469)
Investing activities:			
Exploration and evaluation assets	16(b)	**(6,567)**	(7,906)
Recoveries in property from gold sales		**2,665**	2,075
Receivables related to mineral properties		**(608)**	(626)
Property, plant and equipment		**(664)**	(84)
Other investing activities	16(b)	**(157)**	(175)
		(5,331)	(6,716)
Financing activities:			
Cash proceeds from exercise of stock options		**–**	1,115
		–	1,115
Net change in cash and cash equivalents during the period		**(7,582)**	(8,070)
Cash and cash equivalents, beginning of period		**28,053**	57,558
Foreign exchange effect on cash balances		**398**	(3,878)
Cash and cash equivalents, end of period		**20,869**	45,610

The accompanying notes are an integral part of these unaudited interim 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 Inc. (the “Company) was incorporated under the Business Corporations Act (Ontario) on April 27, 2015 and is the public holding company of the wholly-owned subsidiary Continental Gold Limited (“Old Continental”), a Bermuda company incorporated under the Companies Act, 1981 (Bermuda) (the “Bermuda Act”). On June 10, 2015, the Company completed an internal corporate reorganization by way of a scheme of arrangement (see Note 3) such that the shareholders of Old Continental ultimately continued to hold their respective interests in the Company through a one-for-one share exchange. As the reorganization occurred between two related parties, there was no change in control. Accordingly, the consolidated financial statements have been prepared on a continuity-of-interest basis. All references to the Company relating to periods prior to the Effective Date of the Scheme relate to those of Old Continental.

The Company principally carries on business through a corporate office in Toronto and a foreign company branch office in Medellín, 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 is 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 155 Wellington Street West, Suite 2920, Toronto, Ontario Canada M5V 3H1.

2. STATEMENT OF COMPLIANCE

The unaudited interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued and effective for the three months ended March 31, 2016, as issued by the International Accounting Standards Board (“IASB”), applicable to the preparation of unaudited interim consolidated financial statements, including International Accounting Standard (“IAS”) 34, *Interim Financial Reporting* (“IAS 34”). These unaudited interim consolidated financial statements should be read in conjunction with the Company’s audited annual consolidated financial statements for the year ended December 31, 2015, which have been prepared in accordance with IFRS.

The accounting policies and the significant judgements, estimates and assumptions used in the application of the accounting policies used in the preparation of these unaudited interim consolidated financial statements are those applied in Notes 2, 3, 5 and 6 of the Company’s audited annual consolidated financial statements for the year ended December 31, 2015 and have been consistently applied throughout all periods presented as if these policies had always been in effect, except as described in Note 4 herein.

These unaudited interim consolidated financial statements were approved and authorized by the Audit Committee on May 12, 2016.

3. SCHEME OF ARRANGEMENT

Effective June 10, 2015 (the "Effective Date"), a scheme of arrangement (the "Scheme") under Section 99 of the Bermuda Act was completed. The Scheme was approved by former shareholders of Old Continental on June 4, 2015 and sanctioned by the Supreme Court of Bermuda on June 9, 2015, resulting in Old Continental becoming a wholly-owned subsidiary of the Company. The Scheme involved the exchange of the existing securities of Old Continental outstanding as of the Effective Date for equivalent securities of the Company, on a one-for-one basis. As a result of the exchange, former shareholders of Old Continental have become shareholders of the Company as of the Effective Date.

At the open of markets on Friday, June 12, 2015, the common shares of the Company were listed and posted for trading on the TSX under the existing trading symbol of Old Continental, "CNL", in substitution for the previously-listed common shares of Old Continental. Pursuant to the Scheme, the individuals who are the directors and officers of Old Continental became the directors and officers of the Company as of the Effective Date.

As the shareholders of Old Continental ultimately continued to hold their respective interests in the Company and the reorganization occurred between two related entities, there was no change in control. Accordingly, the unaudited interim consolidated financial statements for the three months ended March 31, 2016 have been prepared on a continuity-of-interest basis. All references to the Company relating to periods prior to the Effective Date of the Scheme relate to Old Continental.

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

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

The following revised standards and amendments, unless otherwise stated, are effective on or after January 1, 2017, with early adoption permitted, and have not been applied in preparing these unaudited interim 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, 2018, with early adoption permitted.

(iii) IFRS 16, *Leases* ('IFRS 16") replaces IAS 17, *Leases* ("IAS 17"). The new model requires the recognition of almost all lease contracts on a lessee's statement of financial position as a lease liability reflecting future lease payments and a 'right-of-use asset' with exceptions for certain short-term leases and leases of low-value assets. In addition, the lease payments are required to be presented on the statement of cash flow within operating and financing activities for the interest and principal portions, respectively.

IFRS 16 is effective for annual periods beginning on or after January 1, 2019, 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. SUBSIDIARIES

The following is a list of subsidiaries of the Company at March 31, 2016:

Name	Country of incorporation	Nature of business	Proportion of shares held directly by Company (%)	Proportion of shares held by consolidated group (%)
Continental Gold Limited	Bermuda	Exploration and development	100	–
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 Management Services 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 on demand. 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.

6. 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:

As at March 31, 2016 (in thousands of U.S. dollars)	**Corporate**	**Colombia**	**Total**
	$	**$**	**$**
Cash and cash equivalents	**18,290**	**2,579**	**20,869**
Exploration and evaluation assets	**–**	**222,183**	**222,183**
Total assets	**20,542**	**239,388**	**259,930**
Total liabilities	**598**	**38,133**	**38,731**
Period ended March 31, 2016 (in thousands of U.S. dollars)	**Corporate**	**Colombia**	**Total**
	$	**$**	**$**
Three months ended:			
Net income (loss)	**708**	**(355)**	**353**
Capital expenditures	**46**	**4,598**	**4,644**
As at December 31, 2015 (in thousands of U.S. dollars)	Corporate	Colombia	Total
	$	$	$
Cash and cash equivalents	21,986	6,067	28,053
Exploration and evaluation assets	–	217,316	217,316
Total assets	23,028	236,746	259,774
Total liabilities	868	38,773	39,641
Period ended March 31, 2015 (in thousands of U.S. dollars)	Corporate	Colombia	Total
	$	$	$
Three months ended:			
Net loss	(5,172)	(5,249)	(10,421)
Capital expenditures	9	7,257	7,266

7. MARKETABLE SECURITIES

Marketable securities consisted of the following:

As at	**March 31, 2016**		December 31, 2015	
(in thousands of U.S. Dollars)	**Cost**	**Fair Value**	Cost	Fair Value
	$	**$**	$	$
Equity securities (a)	**4,283**	**1,640**	4,283	545
Warrant securities (b)	**332**	**96**	440	10
	4,615	**1,736**	4,723	555

(a) **Equity securities**

Equity securities are classified as FVTPL and are recorded at fair value using the bid price as at March 31, 2016 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.

8. RECEIVABLES AND PREPAID EXPENSES

As at (in thousands of U.S. dollars)	**March 31, 2016**	December 31, 2015
	$	$
Accounts receivable (a)	**2,567**	1,804
Derivative receivable (see Note 12(a))	**38**	–
Prepaid expenses	**82**	83
	2,687	1,887

(a) **Accounts receivable**

Accounts receivable as at March 31, 2016 includes a total of $2,441,000 (December 31, 2015 - $1,709,000) of refundable sales taxes made up of $2,402,000 (December 31, 2015 - $1,672,000) of Colombia value-added-tax refund receivable and $39,000 (December 31, 2015 - $37,000) of Canadian harmonized sales tax refund receivable.

9. PREPAIDS AND ADVANCES

As at (in thousands of U.S. dollars)	**March 31, 2016**	December 31, 2015
	$	$
Prepaid construction costs (a)	**261**	262
Other prepaid exploration and evaluation costs	**508**	339
	769	601

Prepaids 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.

10. 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**
	$	**$**	**$**	**$**
Opening net book value, January 1, 2016	**5,237**	**4,606**	**1,259**	**11,102**
Additions	**425**	**63**	**176**	**664**
Disposals and write-downs	**–**	**–**	**–**	**–**
Depreciation	**(51)**	**(131)**	**(132)**	**(314)**
Closing net book value March 31, 2016	**5,611**	**4,538**	**1,303**	**11,452**
Balance, March 31, 2016				
Cost	**5,967**	**7,002**	**3,656**	**16,625**
Accumulated depreciation	**(356)**	**(2,464)**	**(2,353)**	**(5,173)**
Net book value	**5,611**	**4,538**	**1,303**	**11,452**

(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, 2015				
Opening net book value, January 1, 2015	4,942	2,854	1,479	9,275
Additions	467	2,181	264	2,912
Disposals	–	(19)	(3)	(22)
Depreciation	(172)	(410)	(481)	(1,063)
Closing net book value, December 31, 2015	5,237	4,606	1,259	11,102
Balance, December 31, 2015				
Cost	5,542	6,980	3,480	16,002
Accumulated depreciation	(305)	(2,374)	(2,221)	(4,900)
Net book value	5,237	4,606	1,259	11,102

Depreciation for the three months ended March 31, 2016 of $93,000 (three months ended March 31, 2015 - $92,000) is included in depreciation and amortization in the unaudited interim consolidated statement of income (operations) and comprehensive income (loss) and depreciation for the three months ended March 31, 2016 of $221,000 (three months ended March 31, 2015 – $116,000) is capitalized in exploration and evaluation assets.

11. EXPLORATION AND EVALUATION ASSETS

(in thousands of U.S. dollars)	**Balance December 31, 2015**	**Additions**	**Gold Sales, Options and Recoveries**	**Disposals or Write-downs**	**Balance March 31, 2016**
	$	**$**	**$**	**$**	**$**
Buriticá (a)	**217,316**	**7,532**	**(2,665)**	**–**	**222,183**
Total	**217,316**	**7,532**	**(2,665)**	**–**	**222,183**

(Note 4) (in thousands of U.S. dollars)	Balance December 31, 2014	Additions	Gold Sales, Options and Recoveries	Disposals or Write-downs	Balance December 31, 2015
	$	$	$	$	$
Buriticá (a)	195,309	34,215	(6,847)	(5,361)	217,316
Total	195,309	34,215	(6,847)	(5,361)	217,316

(a) **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.

Inventory is recorded at cost and included within exploration and evaluation assets as the Company capitalizes its pre-production revenues and costs. During the three months ended March 31, 2016 and 2015, no amounts have been expensed in the unaudited interim consolidated statement of income (operations) and comprehensive income (loss).

Gold sales from pre-production and bulk sampling revenues for the three months ended March 31, 2016 of $2,665,000 (three months ended March 31, 2015 – $2,075,000), net of advances regarding sales for the three months ended March 31, 2016 of $2,845,000 (three months ended March 31, 2015 – $nil) received as at December 31, 2015, were credited against the capitalized expenditures.

The following represents inventory included in mineral properties:

As at (in thousands of U.S. dollars)	**March 31, 2016**	December 31, 2015
	$	$
Gold doré (i)	**691**	3,403
Advances received (i)	**–**	(2,845)
	691	558
Stockpile	**224**	265
Supplies	**993**	795
	1,908	1,618

(i) As at March 31, 2016, gold doré inventory includes nil ounces committed for delivery in future periods (December 31, 2015 – 2,785 ounces) and for which advanced payments have been received. In addition, the Company also held 963 ounces of gold (December 31, 2015 – 564 ounces), having a net realizable value of $1,191,000 based on a closing gold price of $1,237 per ounce (December 31, 2015 - $598,000 based on a closing gold price of $1,060 per ounce).

During the fourth quarter of 2015, exploration and evaluation work on a license within the Buriticá Project resulted in the determination that the exploration potential for the property covered under the license was low, resulting in a decision by the Company to allow the license to expire in early 2016. Accordingly, the Company wrote off the book value of the license of $5,361,000 for the year ended December 31, 2015 in the annual consolidated statement of operations and comprehensive loss.

12. FINANCIAL INSTRUMENTS

(a) Derivative Instruments

The Company uses foreign currency derivatives as part of its risk management program to mitigate the variability associated with the changing foreign currency rates relative to the U.S dollar. The derivative instruments are not formally recognized as hedging instruments and are accordingly classified as financial instruments. The mark-to-market fair values of all contracts is provided by a third party using inputs that are observable and determined using standard valuation techniques. Derivative instruments are classified within Level 2 of the fair value hierarchy.

As at March 31, 2016, the Company held a total of $2,250,000 (December 31, 2015 - $2,250,000) of COP non-deliverable forward foreign currency contracts at an average US$:COP rate of 1:3,098 (December 31, 2015 – 1:3,098) with value dates between April 2016 and September 2016. The non-deliverable forward foreign currency contracts are documented in the form of an ISDA master agreement containing the requirement for a payment of margin calls on loss positions of CAD$600,000 on total outstanding contracts.

	Foreign Currency	**Balance Sheet Classification**	**Fair value of derivative instruments**
As at March 31, 2016 (in thousands of U.S. Dollars)			**$**
Non-deliverable foreign currency forwards	COP	Derivative asset (included within accounts receivable)	**38**
As at December 31, 2015 (in thousands of U.S. Dollars)			
Non-deliverable foreign currency forwards	COP	Derivative liability (included within accounts payable and accrued liabilities)	135

	Unrealized gain on derivative instruments
For the three months ended March 31, 2016 (in thousands of U.S. Dollars)	**$**
Non-deliverable foreign currency forwards	**38**
For the three months ended March 31, 2015 (in thousands of U.S. Dollars)	
Non-deliverable foreign currency forwards	–

(b) **Financial Instruments Disclosures**

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 6 of the Company's audited annual consolidated financial statements for the year ended December 31, 2015 .

Financial assets and financial liabilities as at March 31, 2016 and December 31, 2015 were as follows:

As at March 31, 2016 (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	**–**	**20,869**	**–**	**20,869**
Marketable securities	**1,736**	**–**	**–**	**1,736**
Receivables	**–**	**126**	**–**	**126**
Accounts payable and accrued liabilities	**–**	**–**	**(4,940)**	**(4,940)**
Derivative asset	**38**	**–**	**–**	**38**
Total	**1,774**	**20,995**	**(4,940)**	**17,829**

December 31, 2015 (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	–	28,053	–	28,053
Marketable securities	555	–	–	555
Receivables	–	95	–	95
Accounts payable and accrued liabilities	–	–	(6,044)	(6,044)
Derivative liability	(135)	–	–	(135)
Total	420	28,148	(6,044)	22,524

The carrying value of cash and cash equivalents, receivables and accounts payable and accrued liabilities 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.

13. SHARE CAPITAL

(a) Authorized

The authorized share capital of the Company consists of an unlimited number of common shares ("Common Shares") without par value. All issued shares are fully paid. No dividends have been paid or declared by the Company since inception.

Upon completion of the Scheme (see Note 3), the balance of the share premium reserve was transferred to the authorized share capital.

(b) Issued

As of March 31, 2016, the issued share capital was 129,729,345. The change in issued share capital for the three months ended March 31, 2016 and 2015 were as follows:

	Number of Shares	
	2016	2015
Balance, January 1	**129,549,628**	127,179,758
Shares issued on vesting of RSUs (Note 14)	**179,717**	–
Exercise of stock options (Note 14)	**–**	928,962
Balance, March 31	**129,729,345**	128,108,720

14. SHARE-BASED PAYMENTS

The Company has a stock option plan (the "Option Plan"), a deferred share unit plan (the "DSU Plan") and a restricted share unit plan (the "RSU 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. The maximum number of Common Shares issuable to any one person, within any one year period, pursuant to the security-based compensation arrangements of the Company is 5% of the total number of Common Shares then outstanding.

The DSU Plan provides that employees and directors of the Company may elect to receive up to 100% of their annual compensation in deferred share units ("DSUs"). In addition, the Board, or a Committee which administers the DSU Plan, may award such number of DSUs to an employee or director as deemed appropriate. As of March 31, 2016, there were no DSUs outstanding.

The RSU Plan provides that restricted share units ("RSUs") may be granted by the Board, or a Committee which administers the RSU Plan, to employees and consultants of the Company as a discretionary payment in consideration of past or future services to the Company. Non-employee directors are not eligible to receive RSUs. For the three months ended March 31, 2016, 179,717 RSUs were issued and vested (three months ended March 31, 2015 – nil). As of March 31, 2016, there were no RSUs outstanding.

The Option Plan is a rolling plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. The maximum number of Common Shares to be reserved for issuance under the DSU Plan and RSU plan is set at 250,000 and 750,000, respectively. The Option Plan and the DSU Plan contain provisions that limits the aggregate number of securities granted, excluding initial securities granted, under all security-based compensation arrangements of the Company to any one non-employee director within any one-year period.

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:

	2016		2015	
	Number of Options	**Weighted Average Exercise Price**	Number of Options	Weighted Average Exercise Price
		C$		C$
Balance, January 1	**8,695,293**	**5.40**	10,297,663	5.50
Granted (*)(a)	**1,215,000**	**1.59**	1,370,000	2.24
Exercised	**–**	**–**	(928,962)	1.50
Expired or Forfeited	**(932,500)**	**7.82**	(824,375)	7.07
Balance, March 31	**8,977,793**	**4.64**	9,914,326	5.29

(*) The weighted average grant date fair value of stock option grants during the three months ended March 31, 2016 and 2015 were $0.53 and $0.84, respectively.

The following table shows the stock options outstanding and exercisable at March 31, 2016:

	Options Outstanding			Options Exercisable		
Range of Price (C$)	Number of Options Outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price (C$)	Number of options exercisable	Weighted average remaining contractual life (years)	Weighted average exercise price (C$)
$1.36 - $2.00	1,867,105	4.23	1.57	452,105	3.30	1.39
$2.01 – $4.00	3,470,000	3.65	2.98	1,791,250	3.51	3.18
$4.01 - $6.00	300,000	2.09	4.76	300,000	2.09	4.76
$6.01 - $8.00	2,290,688	0.63	7.68	2,290,688	0.63	7.68
$8.01 – $9.66	1,050,000	1.73	8.90	1,050,000	1.73	8.90
	8,977,793	2.72	4.64	5,884,043	1.98	5.89

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

For the three months ended	**March 31, 2016**	March 31, 2015
Number of options granted	**1,215,000**	1,370,000
Weighted average exercise price (C$)	**1.59**	2.24
Weighted average market price ($)	**1.14**	1.80
Expected dividend yield	**nil**	nil
Expected volatility (%)	**71%**	70%
Weighted average risk-free interest rate (%)	**0.47%**	0.50%
Forfeiture rate (%)	**11.0%**	10.2%
Weighted expected life (years)	**3.05**	3.12
Weighted average grant date fair value per share ($)	**0.53**	0.84

(b) The majority of the stock options granted have vesting terms of 25% every six months from the date of grant and have a five-year term. RSUs granted during the three months ended March 31, 2016, also vested. The Company recorded share-based payments are as follows:

For the three months ended (in thousands of U.S. Dollars)	Note	**March 31, 2016**	March 31, 2015
		$	$
Share-based payments, included in corporate administration expenses	15	**535**	352
Share-based payments capitalized to exploration and evaluation assets		**178**	228
		713	580

15. CORPORATE ADMINISTRATION EXPENSES

For the three months ended (in thousands of U.S. Dollars)	Note	**March 31, 2016**	March 31, 2015
		$	$
Wealth tax		**876**	1,328
Share-based payments	14(b)	**535**	352
Salaries		**415**	444
General office and administration expense		**187**	144
Professional fees		**101**	218
Depreciation and amortization	10	**93**	92
Directors fees and expenses		**66**	116
Regulatory fees		**61**	73
Travel expenses		**31**	65
Investor relations		**26**	43
		2,391	2,875

16. CASH FLOW – OTHER ITEMS

(a) **Other Operating Activities**

For the three months ended (in thousands of U.S. Dollars)	Note	**March 31, 2016**	March 31, 2015
		$	$
Other non-cash items:			
Depreciation and amortization	10	**93**	92
Interest and accretion expense		**32**	5
Gain on disposal of assets		**(12)**	–
Derivative gain	12(a)	**(173)**	–
		(60)	97
Net changes in non-cash operating working capital balances:			
Receivables and prepaid expenses		**–**	180
Accounts payable and accrued liabilities		**(433)**	(231)
		(433)	(51)

(b) **Other Investing Activities**

For the three months ended (in thousands of U.S. Dollars)	Note	**March 31, 2016**	March 31, 2015
		$	$
Exploration and evaluation assets:			
Accounts payable and accrued liabilities attributable to exploration and evaluation assets		**78**	1,328
Exploration expenditures		**(6,645)**	(9,234)
		(6,567)	(7,906)

For the three months ended (in thousands of U.S. Dollars)	Note	**March 31, 2016**	March 31, 2015
		$	$
Other items:			
Prepaids and advances		**(169)**	(152)
Proceeds from disposal of assets		**12**	–
Intangible assets		**–**	(23)
		(157)	(175)

17. COMMITMENTS AND CONTINGENCIES

Commitments

As at March 31, 2016, 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 leases (a)	**1,195**	**567**	**628**	**–**
Capital commitments (b)	**6,109**	**6,109**	**–**	**–**
Wealth tax (c)	**370**	**–**	**370**	**–**
	7,674	**6,676**	**998**	**–**

(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 feasibility study engineering contracts. All costs will be capitalized to exploration and evaluation assets when incurred.

(c) The Company has estimated the future commitments for the years 2017–2018 based on the Company's net equity position in Colombia as at March 31, 2016.

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 subject to change and may generally become 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 the regional environmental authority of the department of Antioquia ("Regional Environmental Authority") responsible for issuing and controlling environmental permits in Antioquia, for alleged environmental infractions dating back to 2007 and 2008. The Company does not believe that the allegations have any merit and continues to vigorously defend this matter.

In 2014, the Company and the Regional Environmental Authority reached an agreement in principle. The principal terms of the agreement included the payment to the Regional Environmental Authority of COP 2,947,500,000 plus interest of COP 265,452,000 to September 2014 over a 12-month period in return for spending it on local social issues. The agreement was submitted for approval to, and rejected by, the Colombian courts for administrative technicalities. The Company subsequently initiated legal proceedings against the regional authority, which proceedings are currently in process.

As at December 31, 2014, the Company recognized a liability and a corresponding expense of $1,381,000 representing the fine of COP 2,947,500,000 and interest to December 31, 2014 of COP 349,145,000 in the annual consolidated statement of operations and comprehensive loss for the year ended December 31, 2014.

During 2015, the Company paid $1,318,000 representing the fine of COP 2,947,500,000 plus interest of COP 507,019,239 in order to limit the accumulation interest while the matter is dealt with in the courts.

18. SUBSEQUENT EVENTS

On May 3, 2016, the Company entered into an underwriting agreement with a syndicate of underwriters pursuant to which the underwriters have agreed to purchase, on a bought deal basis, 10,000,000 units of the Company (“Units”) at a price of C$2.50 per unit (the “Offering”), for gross proceeds of C$25 million for an underwriting fee of 5%. The Company will also grant to the underwriters an over-allotment option to increase the size of the Offering by up to an additional 15%, such option being exercisable in whole or in part at any time prior to 30 days after the closing of the Offering. Each Unit will consist of one Common Share and one-half of one common share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each whole Warrant shall entitle the holder to acquire an additional Common Share at an exercise price of C$4.75 during the period ending 18 months following the closing of the Offering. In the event that the closing sale price of the Common Shares is greater than C$6.00 per Common Share for a period of 20 consecutive trading days at any time after the closing of the offering, the Company may accelerate the expiry date of the Warrants to 30 days after giving notice to the Warrant holders.