



**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES**

**FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014**

**(UNAUDITED)**

## **MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL REPORTING**

### **CONDENSED CONSOLIDATED INTERIM FINANCIAL REPORTING**

The accompanying condensed consolidated interim financial statements of Goldsource Mines Inc. (“the Company”) have been prepared by management in accordance with International Financial Reporting Standards (“IFRS”). Management acknowledges responsibility for the preparation and presentation of the condensed consolidated interim financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company’s circumstances.

### **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

The Company’s independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity’s auditor.

**GOLDSOURCE MINES INC.**

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**GOLDSOURCE MINES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Unaudited – Expressed in Canadian Dollars)

AS AT

	March 31, 2015	December 31, 2014
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 5,633,209	\$ 7,245,824
Amounts receivable	5,400	-
Taxes receivable	6,178	10,266
Prepaid expenses	92,411	105,755
Held-for-trading securities (note 4)	30,750	28,500
<b>Total Current Assets</b>	<b>5,767,948</b>	<b>7,390,345</b>
<b>Non-Current Assets</b>		
Deposit (note 6)	206,825	206,825
Exploration and evaluation assets (note 6)	7,760,423	7,316,938
Property, plant and equipment (note 5)	932,669	49,717
<b>Total Non-Current Assets</b>	<b>8,899,917</b>	<b>7,573,480</b>
<b>TOTAL ASSETS</b>	<b>\$ 14,667,865</b>	<b>\$ 14,963,825</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities (note 7)	\$ 108,550	\$ 193,589
<b>Total Current Liabilities</b>	<b>108,550</b>	<b>193,589</b>
<b>Shareholders' Equity</b>		
Capital stock (note 8)	44,434,337	44,434,337
Reserves (note 8)	5,632,142	5,478,278
Deficit	(35,507,164)	(35,142,379)
<b>Total Shareholders' Equity</b>	<b>14,559,315</b>	<b>14,770,236</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 14,667,865</b>	<b>\$ 14,963,825</b>

Nature and continuance of operations (note 1)

Commitments (note 5)

Contingency (note 6)

Subsequent events (notes 8, 12)

Approved by the Board and authorized for issue on May 27, 2015.

*"J. Scott Drever"*

Director

*"Graham C. Thody"*

Director

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

**GOLDSOURCE MINES INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(Unaudited – Expressed in Canadian Dollars)

<b>For the three months ended March 31,</b>	<b>2015</b>	<b>2014</b>
<b>Corporate and administrative expenses</b>		
Depreciation	\$ -	\$ 2,040
Foreign exchange loss	33,961	9,765
General exploration	1,800	2,728
Insurance	9,398	5,866
Office and miscellaneous	10,129	7,747
Professional fees (note 7)	11,707	39,304
Regulatory and transfer agent fees	5,055	26,361
Remuneration (note 7)	109,020	74,375
Rent and communications	6,849	6,702
Shareholder and investor relations	22,907	6,134
Tradeshaw and travel	9,108	2,046
<b>Total corporate and administrative expenses</b>	<b>219,934</b>	<b>183,068</b>
Interest income	(5,413)	(859)
Share-based compensation (notes 7, 8)	152,514	11,105
Unrealized (gain) loss on held-for-trading securities (note 4)	(2,250)	15,750
	144,851	25,996
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (364,785)</b>	<b>\$ (209,064)</b>
<b>Basic and diluted comprehensive loss per common share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>	<b>126,517,723</b>	<b>45,199,429</b>

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

**GOLDSOURCE MINES INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
(Unaudited – Expressed in Canadian Dollars)

<b>For the three months ended March 31,</b>	<b>2015</b>	<b>2014</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (364,785)	\$ (209,064)
Items not affecting cash:		
Share-based compensation	152,514	11,105
Unrealized (gain) loss on held-for-trading securities	(2,250)	15,750
Depreciation	-	2,040
Interest income	(5,413)	(859)
Foreign exchange loss	-	1,732
<b>Cash flows before changes in working capital items</b>	<b>(219,934)</b>	<b>(179,296)</b>
Amounts receivable	(3,473)	-
Taxes receivable	4,088	(26,155)
Prepaid expenses	13,344	15,832
Accounts payable and accrued liabilities	(126,684)	(354,740)
<b>Net cash used in operating activities</b>	<b>(332,659)</b>	<b>(544,359)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Capital stock issued	-	2,400,000
Capital stock issuance costs	-	(49,961)
<b>Net cash provided by financing activities</b>	<b>-</b>	<b>2,350,039</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Property, plant and equipment	(888,020)	-
Redemption of short term investments	-	125,000
Transaction costs - Eagle Mountain	-	(144,823)
Cash acquired - Eagle Mountain	-	36,711
Exploration and evaluation	(395,422)	(24,629)
Interest income	3,486	1,801
<b>Net cash used in investing activities</b>	<b>(1,279,956)</b>	<b>(5,940)</b>
<b>Change in cash and cash equivalents, during the period</b>	<b>(1,612,615)</b>	<b>1,799,740</b>
<b>Cash and cash equivalents, beginning of the period</b>	<b>7,245,824</b>	<b>212,620</b>
<b>Cash and cash equivalents, end of the period</b>	<b>\$ 5,633,209</b>	<b>\$ 2,012,360</b>
<b>Cash and cash equivalents is represented by:</b>		
Cash	333,209	2,012,360
Cash equivalents	5,300,000	-
	<b>\$ 5,633,209</b>	<b>\$ 2,012,360</b>

Supplemental disclosure with respect to cash flows (note 10)

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

**GOLDSOURCE MINES INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Unaudited – Expressed in Canadian Dollars)

	Capital Stock		Reserves Share-Based Payments	Deficit	Total
	Number	Amount			
<b>Balance at December 31, 2013</b>	29,173,729	\$ 30,146,779	\$ 4,645,049	\$ (34,299,568)	\$ 492,260
Share-based compensation	-	-	11,105	-	11,105
Private placement	17,142,858	2,400,000	-	-	2,400,000
Capital stock issuance costs	-	(34,586)	-	-	(34,586)
Capital stock issued to Eagle Mountain	29,423,691	4,119,317	853,188	-	4,972,505
Net loss and comprehensive loss for the period	-	-	-	(209,064)	(209,064)
<b>Balance at March 31, 2014</b>	75,740,278	36,631,510	5,509,342	(34,508,632)	7,632,220
Stock options expired	-	-	(289,516)	289,516	-
Share-based compensation	-	-	258,452	-	258,452
Private placement	47,138,166	7,070,725	-	-	7,070,725
Capital stock issuance costs	-	(121,325)	-	-	(121,325)
Capital stock issued to acquire property	3,639,279	853,427	-	-	853,427
Net loss and comprehensive loss for the period	-	-	-	(923,263)	(923,263)
<b>Balance at December 31, 2014</b>	126,517,723	44,434,337	5,478,278	(35,142,379)	14,770,236
Share-based compensation	-	-	153,864	-	153,864
Net loss and comprehensive loss for the period	-	-	-	(364,785)	(364,785)
<b>Balance at March 31, 2015</b>	126,517,723	\$ 44,434,337	\$ 5,632,142	\$ (35,507,164)	\$ 14,559,315

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

**1. NATURE AND CONTINUANCE OF OPERATIONS**

Goldsource Mines Inc. (the “Company” or “Goldsource”) is incorporated under the jurisdiction of the Province of British Columbia, Canada pursuant to the British Columbia Business Corporations Act. All dollar amounts are expressed in Canadian dollars unless otherwise indicated. The head office and principal address of the Company is 570 Granville Street, Suite 501, Vancouver, BC, Canada, V6C 3P1. The address of the Company’s registered and records office is 19th Floor, 885 West Georgia Street, Vancouver, BC, Canada, V6C 3E8. The Company is listed on the TSX Venture Exchange (“TSX-V”) under the symbol GXS.

The Company is a Canadian resource company engaged in exploration and development. The Company’s primary business objective is to advance its Eagle Mountain Gold Project in Guyana, South America towards initial staged production in 2015. Goldsource’s other mineral interests presently consist of coal exploration properties located in Saskatchewan.

The Company currently has no operations from which to derive revenues, has incurred net losses of \$364,785 for the three month period ended March 31, 2015 (March 31, 2014 – \$209,064), and has an accumulated deficit of \$35.5 million as at March 31, 2015 (December 31, 2014 – \$35.1 million). These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business.

The Company’s ability to continue as a going concern is dependent on the ability of the Company to raise debt or equity financings, and the attainment of profitable operations. In December 2014, the Company completed a private placement for gross proceeds of \$7.1 million. Management believes proceeds from the private placement will be sufficient to fund a significant portion of the development and capital costs for Phase I mine and processing plant construction for the Company’s Eagle Mountain Gold Project as well as general working capital requirements for the next 12 months.

These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities, or the impact on the statement of operations that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

**2. BASIS OF PRESENTATION**

***Statement of Compliance***

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”). These condensed consolidated interim financial statements should be read in conjunction with Goldsource’s consolidated financial statements for the year ended December 31, 2014, which include information necessary or useful to understanding the Company’s business and financial statement presentation. In particular, the Company’s significant accounting policies, use of judgments and estimates were presented in notes 2 and 3, respectively, of these consolidated financial statements, and have been consistently applied in the preparation of these condensed consolidated interim financial statements.

***Basis of Preparation***

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Additionally, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. Certain comparative amounts have been re-presented to conform to the current period presentation. These condensed consolidated interim financial statements were authorized for issue by the board of directors of the Company on May 27, 2015.

These condensed consolidated interim financial statements include the accounts of Goldsource and its wholly-owned subsidiaries. Goldsource consolidates subsidiaries where the Company has the ability to exercise control. Control is achieved when the Company has the power to govern the financial and operating policies of the entity. Control is normally achieved through ownership, directly or indirectly, of more than 50 percent of the voting power. Control can also be achieved through power over more than half of the voting rights by virtue of an agreement with other investors or through the exercise of de facto control. All intercompany balances, transactions, income and expenses, and profits or losses have been eliminated on consolidation.

<b>Company</b>	<b>Ownership%</b>	<b>Place of Incorporation</b>	<b>Principal Activity</b>
Eagle Mountain Gold Corp.	100%	Canada	Holding Company
Stronghold Guyana Inc.	100%	Guyana	Exploration and Evaluation Company
Tinto Roca Exploracion S.A. de C.V.	100%	Mexico	Exploration and Evaluation Company



**3. NEW STANDARDS NOT YET ADOPTED**

*IFRS 9 – Financial instruments (“IFRS 9”)*

In July 2014, the IASB issued the final version of IFRS 9 replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity’s business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and derecognition of financial instruments. The amended standard is effective for annual periods beginning on or after January 1, 2018, with earlier adoption still permitted.

*IAS 16 – Property, Plant and Equipment (“IAS 16”) and IAS 38 – Intangibles (“IAS 38”)*

IAS 16 and IAS 38 were issued in May 2014 and prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets. These amendments are effective for annual periods beginning on or after January 1, 2016 and are to be applied prospectively.

The Company has not yet completed the process of assessing the impact that IFRS 9, IAS 16 and IAS 38 will have on its condensed consolidated interim financial statements, or whether to early adopt this new requirement.

**4. HELD-FOR-TRADING SECURITIES**

	<b>March 31, 2015</b>		<b>December 31, 2014</b>	
Opening balance	\$	28,500	\$	27,000
Value attributed to shares acquired <sup>(1)</sup>		-		45,000
Changes in marked-to-market value		2,250		(43,500)
Closing balance	\$	30,750	\$	28,500

<sup>(1)</sup> During fiscal 2014, through the amalgamation between Goldsource and Eagle Mountain Gold Corp. (“Eagle Mountain”), Goldsource acquired 300,000 common shares of Para Resources Inc., an exploration staged company listed on the TSX-V.

Under IFRS, held-for-trading securities are to be recorded at fair value at each reporting date and the resulting gains or losses are to be included in the results for the period. For the three month period ended March 31, 2015, the Company’s 675,000 Westcore Energy Ltd. and 300,000 Para Resources Inc. common shares had an unrealized marked-to-market gain of \$2,250 (March 31, 2014 – loss of \$15,750).

5. PROPERTY, PLANT AND EQUIPMENT

	Eagle Mountain Gold Project			Corporate Office	Total
	Construction in Progress <sup>(3)</sup>	Other Equipment			
<b>Cost</b>					
As at December 31, 2013	\$ -	\$ -	\$ 60,848	\$ 60,848	
Assets acquired <sup>(1)</sup>	-	70,707	-	70,707	
Balance at December 31, 2014	\$ -	\$ 70,707	\$ 60,848	\$ 131,555	
Additions	886,460	1,560	-	888,020	
As at March 31, 2015	\$ 886,460	\$ 72,267	\$ 60,848	\$ 1,019,575	
<b>Accumulated depreciation</b>					
As at December 31, 2013	\$ -	\$ -	\$ 58,101	\$ 58,101	
Depreciation for the year	-	20,990	2,747	23,737	
Balance at December 31, 2014	\$ -	\$ 20,990	\$ 60,848	\$ 81,838	
Depreciation for the period <sup>(2)</sup>	-	5,068	-	5,068	
As at March 31, 2015	\$ -	\$ 26,058	\$ 60,848	\$ 86,906	
<b>Carrying amounts</b>					
As at December 31, 2014	\$ -	\$ 49,717	\$ -	\$ 49,717	
As at March 31, 2015	\$ 886,460	\$ 46,209	\$ -	\$ 932,669	

<sup>(1)</sup> Assets acquired as part of the combination between Goldsource and Eagle Mountain during the three months ended March 31, 2014.

<sup>(2)</sup> During the three month period ended March 31, 2015, depreciation of \$5,068 (2014 – \$2,037) was capitalized to exploration and evaluation assets (note 6).

<sup>(3)</sup> Assets under construction at Eagle Mountain Gold Project are capitalized as “Construction in Progress” and are presented as a separate asset within property, plant and equipment. Construction in Progress includes any costs directly attributable to bringing the assets under construction into working condition for its intended use. The cost of Construction in Progress is currently not depreciated. Depreciation commences once the asset is complete and available for use.

**Capital Commitments**

In addition to entering into various operational commitments in the normal course of business, the Company has entered into a number of contractual commitments related to design and acquisition of plant and equipment for the Phase I Eagle Mountain Gold Project.

At March 31, 2015, these commitments totaled approximately \$2,345,087 (\$886,460 paid), all of which are expected to fall due over the next 12 months. Subsequent to March 31, 2015, the Company entered into an additional contractual commitment related to the Eagle Mountain Gold Project totaling approximately \$320,332, which cumulative amounts to \$2,665,419 (\$1,206,792 paid).

6. MINERAL PROPERTIES – EXPLORATION AND EVALUATION ASSETS

Eagle Mountain Gold Project – Guyana

	Guyana Eagle Mountain Gold Project
Balance at December 31, 2013	\$ -
<b>Acquisition costs</b>	
Exploration and evaluation assets acquired	\$ 5,722,081
Shares issued	853,427
Total acquisition costs:	6,575,508
<b>Exploration expenditures:</b>	
Assays	107,171
Camp costs	35,372
Depreciation	20,991
Drilling	19,596
Operations and general	107,868
Salaries	260,748
Share-based compensation	10,544
Technical services and consulting	179,140
Subtotal, 2014 exploration expenditures:	741,430
Balance at December 31, 2014	\$ 7,316,938
<b>Exploration and evaluation expenditures:</b>	
Assays	13,593
Camp costs	7,306
Depreciation	5,068
Drilling	5,518
Operations and general	69,268
Road maintenance	276,275
Salaries	55,771
Share-based compensation	1,350
Technical services and consulting	9,336
Subtotal 2015 exploration and evaluation expenditures:	443,485
Balance at March 31, 2015	\$ 7,760,423

In connection with the acquisition of Eagle Mountain, the Company acquired a 100% interest in the Eagle Mountain Gold Project located in Guyana. On March 6, 2014, the Company executed an Amendment Agreement with Omai Gold Mines Ltd. (“OGML”), a subsidiary of IAMGOLD Corporation with respect to the Eagle Mountain Gold Project in Guyana. The summary of amending terms includes:

- I. Goldsource will issue to OGML 3,389,279 common shares;
- II. Goldsource shall pay OGML, US\$3,025,501 (“Initial Payment”) in cash or, at Goldsource’s option, in common shares of Goldsource, at a price per share equal to a five percent (5%) discount to the Volume Weighted Average Price (“VWAP”) of Goldsource’s common shares for the twenty trading days prior to issuance, upon the earlier of:
  - a. If average market price of gold is US\$1,400/oz. or higher upon achieving total production of 40,000 ounces of gold, then the Initial Payment is due 90 days after 40,000 ounces have been produced, otherwise payment to be made 90 days after 50,000 ounces produced from the Project, or
  - b. Ninety days after having completed one year of gold production under a large scale Mining License issued by the Guyana Geology and Mines Commission (“GGMC”), or
  - c. Five days after the date on which the 20-day VWAP of Goldsource exceeds \$0.75 per share, provided such date is not earlier than March 1, 2015.
- III. Goldsource shall pay OGML, an additional US\$5,000,000 (“Final Payment”) in cash or at Goldsource’s option, US\$2,500,000 cash and US\$2,500,000 in common shares of Goldsource, at a price per share equal to a five percent (5%) discount to the 20-day VWAP of

**6. MINERAL PROPERTIES – EXPLORATION AND EVALUATION ASSETS (continued)**

**Eagle Mountain Gold Project – Guyana** (continued)

Goldsource’s common shares. The Final Payment shall be made one year after the earlier of:

- a. The payment set out in, (“II a.”) above has been made, or
- b. After having completed one year of gold production under a large scale Mining License issued by the GGMC.

The Company pledged a \$206,825 (US\$194,540) reclamation site bond, in the form of a non-interest bearing bank guaranteed deposit, to the Guyana Geology and Mines Commission for exploration permits on the Eagle Mountain Gold Project.

Goldsource’s subsidiary Stronghold Guyana Inc. (“Stronghold”) holds a prospecting license on the Eagle Mountain Gold Project. In August 2014, the Guyana Geology and Mines Commission granted a Medium Scale Mining Permit (the “Permit”) to Kilroy Mining Inc. (“Kilroy”) to mine gold, diamonds, precious metals and minerals on a portion within Eagle Mountain Gold Project. As the Permit is required under Guyana law to be held by a Guyanese national, Stronghold has entered into agreements with Kilroy, a private arm’s length Guyanese company pursuant to which Stronghold and Kilroy will jointly operate the Eagle Mountain Gold Project. Kilroy has granted Stronghold the exclusive right to conduct mining operations on the Eagle Mountain Gold Project including any additional areas acquired by Kilroy. Stronghold will fund all expenditures on the Eagle Mountain Gold Project and receive 100% of all revenues, subject to applicable government royalties and a 2% net smelter return royalty to Kilroy as compensation for its participation. As part of the agreements, Goldsource issued Kilroy 250,000 common shares of the Company, subject to a 12-month hold period.

**7. RELATED PARTY TRANSACTIONS**

During the three months ended March 31, 2015, the Company entered into the following transactions with related parties:

Legal Fees

Legal fees of \$5,210 (March 31, 2014 – \$5,219), which were included in professional fees, \$nil (March 31, 2014 – \$26,618) for share issuance costs and \$nil (March 31, 2014 – \$92,580) for transaction costs, were paid or accrued to Koffman Kalef LLP, a law firm of which an officer of the Company is a partner, of which \$1,658 (December 31, 2014 – \$61,087) was payable at March 31, 2015. The Company recognized \$380 (March 31, 2014 – \$317) in share-based payments to this officer.

Key Management Compensation<sup>(1)</sup>

	2015	2014
Salaries and short-term benefits <sup>(2)</sup>		
Remuneration on the statement of operations	\$ 78,750	\$ 53,750
	78,750	53,750
Share-based payments	116,604	10,153
	\$ 195,354	\$ 63,903

<sup>(1)</sup> Goldsource’s key management personnel have authority and responsibility for planning, directing and controlling the activities of the Company.

<sup>(2)</sup> Total remuneration recorded in the statement of operations and comprehensive loss paid to the President, Chief Executive Officer, Chief Operating Officer and Chief Financial Officer of Goldsource.

Other Transactions

The Company shares rent, salaries, administrative services and other reimbursable expenses with SilverCrest Mines Inc., a company related by common directors and officers. During the three months ended March 31, 2015 the Company incurred \$44,480 (March 31, 2014 – \$36,982) for its share of these expenses, of which \$16,790 (December 31, 2014 – \$16,947) was payable at March 31, 2015.

**8. CAPITAL STOCK AND RESERVES**

**Authorized Shares**

The Company’s authorized capital stock consists of an unlimited number of common shares and an unlimited number of preferred shares without nominal or par value. At March 31, 2015, the Company had 126,517,723 common shares outstanding and no preferred shares outstanding.

8. **CAPITAL STOCK AND RESERVES** (continued)

**Stock Options**

The Company has a rolling stock option plan under which it is authorized to grant stock options to executive officers and directors, employees and consultants, enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. The exercise price of each option equals the market price of the Company's stock as calculated on the date of the grant. The options can be granted for a maximum term of 10 years, and certain options to employees and consultants vest over periods of time, determined by the board of directors. Options granted to investor relations consultants shall vest over a period of at least 1 year. The Company has not granted options for periods exceeding 5 years.

In February 2015, the Company granted stock options to directors, officers, employees and consultants to purchase an aggregate of 3,140,000 common shares of the Company at an exercise price of \$0.20 per share for a five year term expiring February 16, 2020. The options are subject to an 18-month vesting schedule pursuant to which 25% vested as of the date of grant and a further 25% shall vest every 6 months thereafter until fully vested.

Stock option transactions and the number of stock options outstanding and exercisable are summarized as follows:

	Number of Options	Weighted Average Exercise Price
As at December 31, 2013	1,250,000	\$0.46
Issued <sup>(1)</sup>	3,415,182	\$0.62
Expired	(598,237)	\$2.57
Forfeited	(25,000)	\$0.24
As at December 31, 2014	4,041,945	\$0.28
Issued	3,140,000	\$0.20
As at March 31, 2015	7,181,945	\$0.25

<sup>(1)</sup> As part of the combination between Goldsource and Eagle Mountain during fiscal 2014, all outstanding Eagle Mountain share purchase options were exchanged at the combination exchange ratio of 0.52763 resulting in 1,340,182 new Goldsource options exercisable for common shares of Goldsource at exercise prices ranging from \$0.19 to \$3.79 per share. The options issued by Goldsource were on the same terms and conditions as those exchanged by the Eagle Mountain holders.

Exercise Price	Expiry Date	Options Outstanding			Options Exercisable		
		Number of Shares Issuable on Exercise	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number of Shares Issuable on Exercise	Weighted Average Exercise Price	
\$ 3.79	April 6, 2015 <sup>(1)</sup>	42,210	0.02	\$ 3.79	42,210	\$ 3.79	
\$ 0.82	September 28, 2015	125,000	0.50	\$ 0.82	125,000	\$ 0.82	
\$ 0.19	February 18, 2017	395,723	1.89	\$ 0.19	395,723	\$ 0.19	
\$ 0.47	September 20, 2017	158,289	2.48	\$ 0.47	158,289	\$ 0.47	
\$ 0.16	May 14, 2018	50,000	3.12	\$ 0.16	50,000	\$ 0.16	
\$ 0.16	June 25, 2018	825,000	3.24	\$ 0.16	825,000	\$ 0.16	
\$ 0.23	February 18, 2019	395,723	3.89	\$ 0.23	395,723	\$ 0.23	
\$ 0.24	April 10, 2019	2,050,000	4.03	\$ 0.24	1,025,000	\$ 0.24	
\$ 0.20	February 16, 2020	3,140,000	4.88	\$ 0.20	785,000	\$ 0.20	
		7,181,945	4.06	\$ 0.25	3,801,945	\$ 0.28	

<sup>(1)</sup> Expired unexercised, subsequent to March 31, 2015

**Share-based compensation**

During the three months ended March 31, 2015, the Company granted 3,140,000 (2014 – nil) incentive stock options with a weighted average fair value per option granted of \$0.11 for a total value of \$343,534. Total share-based compensation recognized during the three month period ended March 31, 2015 under the fair value method was \$153,864 (2014 – \$11,105). The Company expensed \$152,514 (2014 – \$11,105) and capitalized \$1,350 (2014 – \$nil) as mineral property expenditures (note 6).

8. **CAPITAL STOCK AND RESERVES** (continued)

Share-based compensation (continued)

The following weighted average assumptions were used for the Black-Scholes valuation of stock options.

	2015	2014
Risk-free interest rate	0.55%	-
Expected dividend yield	-	-
Expected stock price volatility	79%	-
Expected forfeiture rate	1.0%	-
Expected option lives (years)	4.46	-

**Warrants**

Warrant transactions and the number of warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
As at December 31, 2013	1,070,000	\$ 0.20
Issued	49,121,512	\$ 0.25
As at December 31, 2014 and March 31, 2015	50,191,512	\$ 0.25

Warrants Outstanding					
Exercise Price	Expiry Date	Number of Shares Issuable on Exercise	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	
\$ 0.19	August 14, 2015	6,505,298	0.37	\$ 0.19	
\$ 0.20	December 16, 2015	1,070,000	0.71	\$ 0.20	
\$ 0.21	December 20, 2015	1,078,608	0.72	\$ 0.21	
\$ 0.20	February 28, 2017	8,571,429	1.92	\$ 0.20	
\$ 0.34	September 10, 2017	1,261,427	2.45	\$ 0.34	
\$ 0.34	October 15, 2017	6,130,673	2.55	\$ 0.34	
\$ 0.36	November 27, 2017	2,004,995	2.66	\$ 0.36	
\$ 0.25	December 12, 2017	22,226,583	2.70	\$ 0.25	
\$ 0.25	December 30, 2017	1,342,499	2.75	\$ 0.25	
		50,191,512	2.16	\$ 0.25	

9. **FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, held-for-trading securities, deposit and accounts payable and accrued liabilities. The carrying value of amounts receivable, accounts payable and accrued liabilities approximate their fair values due to the short periods until settlement.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. The Company's cash and cash equivalents and held-for-trading securities are measured using level 1 inputs.

**10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

Supplemental disclosure of significant non-cash transactions is provided in the table:

For the three months ended March 31,	2015	2014
<b>Non-cash financing and investing activities</b>		
Capitalized to exploration and evaluation assets		
Depreciation	\$ 5,068	\$ 2,037
Common shares issued to acquire Eagle Mountain net assets	\$ -	\$ 4,119,317
Options and warrants issued in exchange for Eagle Mountain options and warrants	\$ -	\$ 853,188
Share-based compensation capitalized	\$ 1,350	\$ -
Included in accounts payable and accrued liabilities		
Exploration and evaluation assets	\$ 41,646	\$ 22,374

**11. SEGMENTED INFORMATION**

The Company primarily operates in one reporting operating segment, being the acquisition, exploration and evaluation of resource properties located in two geographical segments, Canada and Guyana.

Geographical segmented information is presented as follows:

March 31, 2015	Canada	Guyana	Total
Net loss for the period	\$ 330,833	\$ 33,952	\$ 364,785

**Asset Information**

Property, plant and equipment	\$ -	\$ 932,669	\$ 932,669
Exploration and evaluation assets	\$ -	\$ 7,760,423	\$ 7,760,423

March 31, 2014	Canada	Guyana	Total
Net loss for the period	\$ 172,570	\$ 36,494	\$ 209,064

**Asset Information**

Property, plant and equipment	\$ 709	\$ 68,669	\$ 69,378
Exploration and evaluation assets	\$ -	\$ 5,771,121	\$ 5,771,121

**12. SUBSEQUENT EVENT**

On May 15, 2015 the company recovered \$49,937 in relation to a consultation deposit held by the Government of Manitoba. Goldsource had recorded an impairment charge against the Manitoba properties during fiscal 2010.