GSV Gold Standard VENTURES CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014

EXPRESSED IN CANADIAN DOLLARS

Contents

GOLD STANDARD VENTURES CORP.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars - unaudited)

	June 30, 2014	December 31, 2013
	$	$
Assets		
Current		
Cash and cash equivalents (Note 3)	630,670	1,221,192
Receivables	24,670	15,248
Prepaid expenses (Note 4)	109,901	152,240
	765,241	1,388,680
Property and equipment (Note 5)	16,545	25,273
Exploration and evaluation assets (Note 6)	65,982,343	53,089,035
Reclamation bonds (Note 7)	532,242	468,298
	67,296,371	54,971,286
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 8)	1,074,487	1,933,958
Note payable (Note 6)	2,500,000	-
	3,574,487	1,933,958
Shareholders' equity		
Capital stock (Note 9)	79,560,502	65,327,042
Reserves (Note 9)	6,315,493	4,843,150
Deficit	(22,154,111)	(17,132,864)
	63,721,884	53,037,328
	67,296,371	54,971,286

Nature and Continuance of Operations (Note 1), **Commitments** (Note 14), **Subsequent Event** (Note 15)

These condensed interim consolidated financial statements are authorized for issuance by the Board of Directors on August 13, 2014.

On Behalf of the Board of Directors:

"Jonathan Awde"	"Richard Silas"
Jonathan Awde, Director	Richard Silas, Director

GOLD STANDARD VENTURES CORP.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Comprehensive Loss

(Expressed in Canadian Dollars - unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2014	**2013**	**2014**	**2013**
	$	**$**	**$**	**$**
Expenses				
Advertising and promotion	-	2,302	-	3,067
Bank charges and related	26,002	3,862	34,567	7,499
Consulting fees	273,906	34,700	410,464	101,069
Depreciation	4,364	4,340	8,728	8,680
Foreign exchange loss (gain)	(14,099)	27,892	69,159	7,663
Insurance	21,946	23,398	49,379	46,383
Investor relations	72,004	36,343	113,198	60,661
Management fees	147,250	147,250	294,500	294,500
Office	50,323	39,624	110,105	93,072
Professional fees	160,575	65,369	343,546	173,750
Regulatory and shareholders service	39,580	29,572	102,079	66,297
Rent	33,768	34,960	67,687	67,286
Reversal of payables	(202,893)	-	(202,893)	-
Share-based compensation (Note 9)	81,967	1,149,499	1,472,343	1,194,056
Travel and related	190,723	72,747	338,041	196,280
Wages and salaries	324,398	67,054	409,210	125,063
	(1,209,814)	(1,738,912)	(3,620,113)	(2,445,326)
Write down of exploration and evaluation assets (Note 6)	-	-	(1,401,452)	-
Interest income	-	9,808	318	27,499
Loss and comprehensive loss for the period	(1,209,814)	(1,729,104)	(5,021,247)	(2,417,827)
Basic and diluted loss per share	(0.01)	(0.02)	(0.05)	(0.03)
Weighted average number of common shares outstanding	112,445,113	83,820,109	105,358,446	83,820,109

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

GOLD STANDARD VENTURES CORP.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars - unaudited)

	For the six months ended June 30,	
	2014	**2013**
	$	**$**
Cash flows used in operating activities		
Net loss for the period	(5,021,247)	(2,417,827)
Items not affecting cash and cash equivalents:		
Depreciation	8,728	8,680
Share-based compensation	1,472,343	1,194,056
Write down of exploration and evaluation assets	1,401,452	-
Changes in non-cash working capital items		
Decrease (increase) in receivables	(9,422)	44,507
(Increase) in prepaid expenses	42,339	(48,052)
Increase (decrease) in accounts payable and accrued liabilities	(147,366)	47,285
	(2,253,173)	(1,171,351)
Cash flows used in investing activities		
Reclamation bonds	(63,944)	(195,310)
Acquisition of property and equipment	-	(980)
Exploration and evaluation assets expenditures	(8,436,865)	(6,006,777)
	(8,500,809)	(6,203,067)
Cash flows from financing activities		
Proceeds from share issuances	10,935,716	-
Share issuance costs	(772,256)	-
	10,163,460	-
Net change in cash and cash equivalents	(590,522)	(7,374,418)
Cash and cash equivalents, beginning of period	1,221,192	10,785,758
Cash and cash equivalents, end of period	630,670	3,411,340
Non-cash transactions		
Exploration and evaluation assets expenditures in accounts payable at period end	541,443	1,397,698
Reclassification of expired warrants from reserves to share capital	-	667,008
Shares issued for exploration and evaluation assets	4,070,000	-
Promissory note issued for exploration and evaluation assets	2,500,000	-

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

GOLD STANDARD VENTURES CORP.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars - unaudited)

	Number of Shares Issued	Capital Stock	Reserves	Deficit	Total Shareholders' Equity
		$	$	$	$
Balance at December 31, 2012	**83,820,109**	**60,102,516**	**4,316,102**	**(12,774,905)**	**51,643,713**
Warrants expired	-	667,008	(667,008)	-	-
Share-based compensation	-	-	1,194,056	-	1,194,056
Net loss for the period	-	-	-	(2,417,827)	(2,417,827)
Balance at June 30, 2013	**83,820,109**	**60,769,524**	**4,843,150**	**(15,192,732)**	**50,419,942**
Shares issued for cash	7,936,509	5,000,000	-	-	5,000,000
Share issuance costs	-	(442,482)	-	-	(442,482)
Net loss for the period	-	-	-	(1,940,132)	(1,940,132)
Balance at December 31, 2013	**91,756,618**	**65,327,042**	**4,843,150**	**(17,132,864)**	**53,037,328**
Shares issued for cash	15,188,495	10,935,716	-	-	10,935,716
Shares issued for exploration and evaluation assets	5,500,000	4,070,000	-	-	4,070,000
Share issuance costs	-	(772,256)	-	-	(772,256)
Share-based compensation	-	-	1,472,343	-	1,472,343
Net loss for the period	-	-	-	(5,021,247)	(5,021,247)
Balance at June 30, 2014	**112,445,113**	**79,560,502**	**6,315,493**	**(22,154,111)**	**63,721,884**

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

NOTE 1 - Nature and Continuance of Operations

Gold Standard Ventures Corp. (the "Company") was incorporated on February 6, 2004 under the Business Corporations Act of British Columbia and is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol V.GSV. On June 12, 2012, the Company began to trade on the NYSE MKT under the symbol "GSV".

The Company's head office, principal address and registered and records office is located at Suite 610 – 815 West Hastings Street, Vancouver, British Columbia, Canada, V6C 1B4.

The Company's exploration and evaluation assets are at the exploration stage and are without a known body of commercial ore. The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, to acquire construction and operating permits and to construct mining and processing facilities. The amounts shown as exploration and evaluation assets costs represent acquisition, holding and deferred exploration costs and do not necessarily represent present or future recoverable values. The recoverability of the amounts shown for exploration and evaluation assets costs is dependent upon the Company obtaining the necessary financing to complete the exploration and development of the properties, the discovery of economically recoverable reserves and future profitable operations.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at June 30, 2014, the Company had not advanced its properties to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. On August 13, 2014, the Company filed a prospectus supplement to its short form base shelf prospectus dated June 23, 2014 for a public offering of 9,000,000 common shares at a price of US$0.64 per share for gross proceeds of US$5,760,000. Closing of the financing is scheduled to take place on August 19, 2014.

NOTE 2 - Significant Accounting Policies and Basis of Preparation

The following is a summary of significant accounting policies used in the preparation of these condensed interim consolidated financial statements.

Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standards ("IAS") 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB").

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2013.

The accounting policies applied in preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended December 31, 2013.

NOTE 2 - Significant Accounting Policies and Basis of Preparation (continued)

Basis of presentation

These condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed interim consolidated financial statements are presented in Canadian dollars unless otherwise noted.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, JKR Gold Resources Inc., JKR Gold Resources (USA) Inc., JMD Exploration Corp. and Gold Standard Ventures (US) Inc. The Company's Canadian subsidiaries are holding companies while its US subsidiaries are operating companies. All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

Foreign currency translation

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and each of its subsidiaries is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than Canadian dollars are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in comprehensive loss.

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets, valuation of share-based compensation, and recognition of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

<u>Economic recoverability and probability of future economic benefits of exploration and evaluation assets</u>

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

(Expressed in Canadian Dollars - unaudited)

NOTE 2 - Significant Accounting Policies and Basis of Preparation – (continued)

Use of estimates (continued)
Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Standards issued or amended but not yet effective
A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the six months ended June 30, 2014 and have not been applied in preparing these consolidated financial statements. The Company is currently considering the possible effects of the new and revised standards which will be effective to the Company's consolidated financial statements for the year ending December 31, 2015 or later:

- IFRS 9 – Financial Instruments: Applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is tentatively effective for annual periods beginning on or after January 1, 2018 with early adopted permitted. The Company does not expect any effect on the Company's consolidated financial statements.

NOTE 3 – Cash and Cash Equivalents

	June 30, 2014	December 31, 2013
	$	$
Cash at bank	616,193	906,310
Cash held in lawyers' trust account	14,477	22,587
Cash equivalents	-	292,295
	630,670	**1,221,192**

NOTE 4 – Prepaid Expenses

	June 30, 2014	December 31, 2013
	$	$
Prepaid expenses	97,613	139,952
Deposits	12,288	12,288
	109,901	**152,240**

(Expressed in Canadian Dollars - unaudited)

NOTE 5 - Property and Equipment

	Leasehold improvements	Furniture and fixtures	Total
	$	$	$
Cost:			
At December 31, 2013 and June 30, 2014	65,275	22,008	87,283
Depreciation:			
At December 31, 2013	45,695	16,315	62,010
Charge for the period	6,528	2,200	8,728
At June 30, 2014	52,223	18,515	70,738
Net book value:			
At December 31, 2013	19,580	5,693	25,273
At June 30, 2014	**13,052**	**3,493**	**16,545**

	Leasehold improvements	Furniture and fixtures	Total
	$	$	$
Cost:			
At December 31, 2012	65,275	21,028	86,303
Additions	-	980	980
At December 31, 2013	65,275	22,008	87,283
Depreciation:			
At December 31, 2012	32,639	12,012	44,651
Charge for the year	13,056	4,303	17,359
At December 31, 2013	45,695	16,315	62,010
Net book value:			
At December 31, 2012	32,636	9,016	41,652
At December 31, 2013	**19,580**	**5,693**	**25,273**

(Expressed in Canadian Dollars - unaudited)

NOTE 6 – Exploration and Evaluation Assets

Expenditures for the fiscal period related to exploration and evaluation assets located in Nevada, USA are as follows:

	Crescent Valley	Railroad-Pinion	Camp Douglas	Total
	$	$	$	$
Balance as at December 31, 2012	**3,055,492**	**36,230,365**	**2,879,738**	**42,165,595**
Exploration expenses				
Claim maintenance fees	124,125	106,142	45,034	275,301
Consulting	35,501	1,050,270	25,093	1,110,864
Data analysis	-	92,446	287	92,733
Drilling	-	6,562,450	-	6,562,450
Equipment rental	-	64,175	-	64,175
Geological	11,597	55,898	28,214	95,709
Lease payments	181,463	497,621	62,316	741,400
Sampling and processing	8,766	682,675	-	691,441
Site development	-	505,351	-	505,351
Supplies	695	826,132	-	826,827
Travel	-	90,378	-	90,378
	362,147	10,533,538	160,944	11,056,629
Write down of exploration and evaluation assets	(133,189)	-	-	(133,189)
Balance as at December 31, 2013	**3,284,450**	**46,763,903**	**3,040,682**	**53,089,035**
Property acquisition and staking costs	-	12,805,000	-	12,805,000
Exploration expenses				
Claim maintenance fees	-	12	-	12
Consulting	10,752	591,652	9,862	612,266
Data Analysis	-	22,950	-	22,950
Drilling	-	334,911	-	334,911
Geological	41,199	94,304	20,300	155,803
Lease payments	2,739	112,262	-	115,001
Sampling and processing	441	61,926	-	62,367
Site development	-	49,744	-	49,744
Supplies	425	93,944	-	94,369
Travel	-	42,337	-	42,337
	55,556	14,209,042	30,162	14,294,760
Write down of exploration and evaluation assets	(1,277,189)	-	(124,263)	(1,401,452)
Balance as at June 30, 2014	**2,062,817**	**60,972,945**	**2,946,581**	**65,982,343**

(Expressed in Canadian Dollars - unaudited)

NOTE 6 - Exploration and Evaluation Assets – (continued)

Crescent Valley North Project

In September 2009, the Company entered into an option agreement to acquire a 100% interest in four lease agreements, collectively known as the Crescent Valley North property ("CVN") from Aurelio Resources Corporation ("Aurelio"). In order to earn the interest, the Company must complete the following by August 2012:

- Pay Aurelio US$100,000 and reimbursement of US$16,567 of closing costs (paid)
- Issue 600,000 common shares to Aurelio (issued at a value of $228,000)
- Pay Aurelio US$100,000 on or before August 31, 2010 (paid)
- Incur exploration expenditures of US$1,500,000 on or before August 31, 2012, with the Company having the option of making a cash payment to Aurelio of any shortfall (incurred)
- Assume the obligations on each of the four underlying lease agreements

The underlying lease agreements consist of the Mathewson Lease (“Mathewson”), the WFW Lease (“WFW”), the KM/IC Lease (“KM/IC”), and the KM/RC Lease (“KM/RC”). The annual lease payments in US$ are as follows:

Lessor	Mathewson	WFW	KM/IC	KM/RC	Total	
Year						
2009	$ 35,000	$ 12,500	$ 25,000	$ 25,000	$ 97,500	*(Paid)*
2010	40,000	12,500	30,000	30,000	112,500	*(Paid)*
2011	45,000	12,500	35,000	35,000	127,500	*(Paid)*
2012	50,000	17,500	40,000	40,000	147,500	*(Paid)*
2013	55,000	17,500	45,000	-	117,500	*(Paid)*
2014	60,000	17,500	50,000	-	127,500	
Onward	60,000	17,500	50,000	-	127,500	

Aurelio also has a 1% net smelter royalty (“NSR”) on each of the four properties. The Mathewson lease, KM/IC lease and KM/RC lease are each subject to a 4% NSR, of which 2% can be bought down on a sliding scale dependent on the price of gold.

The WFW lease is subject to a 3% NSR, of which 2% can be bought down on a sliding scale dependent on the price of gold.

The Mathewson lease, KM/IC lease and KM/RC lease are held by a former officer and director of the Company.

In August 2013, the Company terminated the KM/RC lease agreement. As a result, the Company recorded a write down of exploration and evaluation assets of $133,189 (US$130,000).

In August 2011, the Company entered into two mining lease agreements to acquire a 100% interest in certain claims contiguous with the Crescent Valley North property for a lease term of ten years subject to total annual lease payments in US$ as follows:

Year		
2011	$20,000	*(Paid)*
2012	20,000	*(Paid)*
2013	30,000	*(Paid)*
2014	40,000	
2015	50,000	
2016-2020	60,000	

NOTE 6 - Exploration and Evaluation Assets – (continued)

Crescent Valley North Project (continued)

Each lease has an option to purchase prior to commencement of any mining activities for US$1,500,000 and is subject to a 3% NSR with a buy-down right of 1% for US$300,000 at any time. The lease payments are required to be paid on each agreement's anniversary date to keep the exploration rights in effect.

In April 2012, the Company entered into a surface use agreement with a primary term of 10 years, but will continue thereafter as long as the Company owns or controls properties within a two mile radius of the surface tracts. The surface use agreement is subject to an annual lease payment of US$2,483.

In July 2012, the Company entered into a mining lease agreement to lease a 100% right in certain unpatented mining claims for a period of 10 years. The Company paid US$20,000 upon execution of the agreement and is required to make annual lease payments of US$25,000 (paid) on the first anniversary and then increasing to US$50,000 in years six to nine. The Company has the option to purchase the property for US$2,000,000 and must purchase the property prior to commencing production. The lease agreement is subject to a 3% NSR with a buy-down option of 1% for US$1,000,000 in year five and a further 1% for US$2,000,000 in year eight. The Company has the option to extend the lease for an additional 10 years with annual lease payments of US$60,000 increasing to US$100,000.

In March 2014, based on an internal review of the property, the Company recorded a write-down of $1,277,189. The recoverable amount was determined based on the fair value less costs of disposal within Level 3 of the fair value hierarchy. A market approach valuation technique was used to determine the recoverable amount based on comparable mineral properties in comparable companies.

In May 2014, and as amended in August 2014, the Company entered into a binding letter of intent ("LOI") to sell the CVN and Camp Douglas projects to Tanqueray Exploration Ltd. ("Tanqueray") for a total consideration of $3,150,000, including a cash payment of $150,000 and issuing 60,000,000 common shares of Tanqueray (representing approximately 88% of its share outstanding after the sale) at a deemed price of $0.05 per share. The closing is expected to occur on or about September 26, 2014, subject to certain conditions, including the satisfaction of respective due diligence investigations, Tanqueray raising $1.3 million, acceptance of the TSX-V and, where applicable, approval by Tanqueray's shareholders.

Railroad-Pinion Project

In August 2009, the Company entered into an agreement to acquire a 100% interest in certain claims comprising the Railroad Property in Nevada from Royal Standard Minerals, Inc ("RSM") and its subsidiaries. The Railroad property is subject to three underlying lease agreements as follows:

a. Aladdin Sweepstakes Consolidated Mining Company ("Aladdin") Lease/Purchase Agreement dated August 1, 2002; whereby RSM was granted the option to purchase the property on or before August 1, 2009 for a lump sum payment of US$2,000,000 less any lease payments as credits towards the payment, subject to a retained 1% NSR. As of August 2009, RSM had made total lease payments of $235,000.
b. Tomera Mining Lease dated January 22, 2003, which is subject to annual lease payments and expiring in January 2011. This lease is also subject to a 5% NSR. The lease was not extended in January 2011 but was replaced with five separate leases which were entered into in September 2010 as described below.
c. Sylvania Mining Lease Agreement dated December 1, 2005 which is subject to annual lease payments and expiring in December 2021. This lease is also subject to a 5 % NSR.

(Expressed in Canadian Dollars - unaudited)

NOTE 6 - Exploration and Evaluation Assets – (continued)

Railroad-Pinion Project (continued)

To acquire the interest in the Railroad property, the Company must:

- Pay the remaining balance of US$1,765,000 to Aladdin (paid)
- Pay US$1,200,000 to RSM (paid)
- Pay the final lease payment of US$31,800 on the Tomera Mining Lease (paid)
- Pay the 2009 lease payment of US$8,000 on the Sylvania Mining Lease (paid)
- Pay the 2010 lease payment of US$8,000 on the Sylvania Mining Lease (paid)
- Pay future annual lease payments under the Sylvania Mining Lease of US$20,000 per annum until 2020.

RSM will retain a 1% NSR on the entire property and certain claims are subject to a 1.5% Mineral Production Royalty payable to Kennecott Holdings Corporation.

In September 2010, the Company entered into five mining lease agreements to acquire additional parcels of private surface and mineral rights properties contiguous with the Railroad property subject to total annual lease payments in US$ as follows:

Year		
2010	$70,040	*(Paid)*
2011	70,040	*(Paid)*
2012	70,040	*(Paid)*
2013	78,588	*(Paid)*
2014	78,588	
2015	87,137	
2016	87,137	
Onward	96,887	

Of the five mining lease agreements, three lease agreements are subject to a 5% NSR. One of these three lease agreements has a buy-down right of 1% for US$1,000,000 in year five and a further 2% for US$3,000,000 in year eight. The lease payments are required to be paid on each agreement's anniversary date to keep the exploration rights in effect.

In April 2011, the Company entered into a minerals lease and agreement with Newmont USA Limited ("Newmont") to lease four sections and acquire a 100% right to prospect and explore for minerals on and beneath the leased lands. Two of the four sections are staked public lands, which carry no underlying royalty. The other two sections are private surface and minerals lands subject to a total annual lease payment of US$39,680 and an underlying 5% net smelter royalty. Under the terms of the agreement, the Company is required to spend a minimum of US$100,000 on exploration before the second anniversary date (incurred) and to maintain the lease. The Company will be subject to escalating yearly work commitments in the aggregate amount of US$2,500,000 as follows:

Year		
2013	US$100,000	*(Incurred)*
2014	200,000	*(Incurred)*
2015	450,000	
2016	750,000	
2017	1,000,000	

Beginning in 2018, the Company will be subject to an annual work commitment of US$300,000, or the Company will be required to pay an annual rental payment of US$33,600 to Newmont.

(Expressed in Canadian Dollars - unaudited)

NOTE 6 - Exploration and Evaluation Assets – (continued)

Railroad-Pinion Project (continued)

Newmont has a first back-in right on or before delivery of a positive feasibility study, enabling Newmont to earn a 51% interest in the lease by incurring expenditures totaling 150% of the expenditures made by the Company. If Newmont elects not to exercise the back-in right, Newmont will deed the claims and assign the leases on the leased lands to the Company in exchange for the Company's executing a royalty deed conveying a 3% NSR on the claims and a 1% NSR on the leased lands to Newmont. If Newmont exercises its first back-in right, it has a second back-in right to earn an additional 19% interest in the lease by expending an additional 100% of the expenditures made by the Company. The project would then revert to a joint venture between Newmont (70%) and the Company (30%).

Between October 2011 to May 2012, the Company entered into various mining lease agreements to acquire a 100% interest in certain claims, collectively known as the Pinion project ("Pinion"), for a lease term of ten years with an option to extend the lease term for an additional ten years. These leases are subject to total annual lease payments in US$ as follows:

Year		
2011	$ 63,522	*(Paid)*
2012	72,236	*(Paid)*
2013	72,236	*(Paid)*
2014	84,940	
2015	86,683	
2016	99,387	
2017	101,130	
2018	113,834	
2019	115,577	
2020	115,577	
2021 and onward	125,829	

The lease payment will be cumulatively credited to the Company's account and will be applied against the Company's obligation to pay the NSR payment up to 80% of the total lease payment. In addition to the lease payments, the Company paid total signing bonuses of US$53,000 with respect to the signing of the leases. Each lease is subject to a 5% NSR. The lease payments are required to be paid on each agreement's anniversary date to keep the exploration rights in effect.

During the six months ended June 30, 2014, the Company entered into certain amendments to existing mining lease agreements to include additional mineral property. The amendments resulted in additional lease payments totalling US$3,998. In addition to the lease payments, the Company paid or accrued total signing bonuses of US$36,000 with respect to the signing of the leases.

In October 2012, the Company entered into a letter of intent to lease a 100% right in certain patented mining claims located in Elko County, Nevada for a primary period of 10 years. The Company paid US$15,000 upon execution of the agreement and is required to make annual lease payments of US$15,000 on the first anniversary and then increasing to US$50,000 in years six to nine. The Company has the option to purchase the property for US$1,500,000 and must purchase the property prior to commencing production. The lease agreement is subject to a 4% NSR. The Company has the option to extend the lease for an additional 10 years with annual lease payments of US$75,000 per year, with provisions for extension after that. If the Company exercises the purchase option, all initial lease payments paid will be credited against future NSR payments.

In October 2012, the Company entered into a surface use agreement with a primary term of 10 years, with provisions for extension after that. The surface use agreement is subject to an annual lease payment of US$20,103. The Company has the option to purchase the property for US$8,934,640 and must purchase the property prior to commencing production.

NOTE 6 - Exploration and Evaluation Assets – (continued)

Railroad-Pinion Project (continued)

In November 2012, the Company entered into a mining lease agreement to lease a 100% interest in certain mineral rights for a period of 12 years. The Company paid an initial amount of US$1,000,000 and annual lease payments of US$175,000 upon execution of the agreement. The annual lease payments increase by 5% each year. Under the terms of the agreement, the Company is required to spend a minimum of US$500,000 on exploration during the first year of the lease term (incurred), US$750,000 during the second year of the lease term, and US$1,000,000 per year for the remainder of the lease term, with the option of making a cash payment to the vendor of any shortfall. The lease agreement is subject to a 5% NSR with a buy-down option of 3% for US$3,500,000 in year one through six or for US$7,000,000 in year seven through twelve. The Company, prior to commencing production on the property and after having exercised its buy-down option of the NSR, has an option to purchase the property for an amount of US$25,000,000. If the Company exercises the purchase option, 70% of the initial amount will be credited towards the purchase price and 70% of all annual lease payments will be credited against future NSR payments. The Company has the option to extend the lease for an additional 10 years by paying US$1,000,000 and making annual lease payments of US$500,000 per year, increasing annually in the amount of 5% of the previous year's annual lease payment. After the third anniversary, the Company can terminate this agreement by making a cash payment equal to the lease payments for the following two years of the lease term.

In December 2012, the Company entered into a mining lease and option to purchase agreement to lease a 100% right in certain patented mining claims located in Elko County, Nevada for a primary period of 10 years. The Company paid US$20,000 upon execution of the agreement and is required to make annual lease payments of US$20,000 on the first anniversary and then increasing to US$35,000 in years six to nine. The Company has the option to purchase the property for US$1,000,000 and must purchase the property prior to commencing production. The lease agreement is subject to a 4% NSR with a buy-down option of 2% for US$2,000,000 and a further 1% for US$1,500,000. The Company has the option to extend the lease for an additional 10 years with annual lease payments of US$50,000 per year, with provisions for extension after that. If the Company exercises the purchase option, all initial lease payments will be credited against future NSR payments.

In July 2013, the Company entered into a letter of intent to lease a 100% right in certain patented mining claims for a primary period of 10 years located in Elko County, Nevada. The Company paid US$25,000 upon execution of the agreement and is required to make annual lease payments of US$25,000 on the first anniversary and then increasing to US$43,750 in years six to nine. The Company has the option to purchase the property for US$1,250,000 and must purchase the property prior to commencing production. The lease agreement is subject to a 4% NSR with a buy-down option of 2% for US$2,000,000 and a further 1% for US$1,000,000. The Company has the option to extend the lease for an additional 10 years with annual lease payments of US$62,500 per year, with provisions for extension after that. If the Company exercises the purchase option, all initial lease payments will be credited against future NSR payments.

In March 2014, the Company entered into an agreement with Scorpio Gold Corp. ("Scorpio") to acquire a certain portion of the Pinion Gold Deposit ("Pinion Gold Deposit"), which is contiguous to the south of the Company's flagship Railroad Gold Project in Elko County, Nevada.

Total consideration consisted of:

(1) An upfront $250,000 non-refundable deposit (paid);
(2) A cash payment of $5,750,000 payable upon closing (paid);
(3) Share consideration of 5,500,000 common shares of the Company payable upon closing (issued at a value of $4,070,000);
(4) A cash payment of $2,500,000 payable one year from closing (issued a promissory note of $2,500,000 with an interest rate of 3% per annum secured by the Pinion Gold Deposit);
(5) Upon delivering a NI 43-101-compliant resource exceeding 1 million ounces of gold at the Pinion Gold Deposit, the Company will issue to Scorpio a further 1,250,000 common shares;
(6) Additional cash consideration of $1,500,000 to $3,000,000 will be payable by the Company if the Company enters into a transaction whereby it sells a majority of the Company for consideration exceeding $100,000,000.

(Expressed in Canadian Dollars - unaudited)

NOTE 6 - Exploration and Evaluation Assets – (continued)

Railroad-Pinion Project (continued)

In conjunction with the acquisition of the Pinion Gold Deposit, the Company paid $75,000 for an exclusive dealing agreement with Scorpio and an advisory fee of $160,000.

The Pinion Gold Deposit is subject to five underlying lease agreements which require total annual lease payments of US$47,931 in 2014 and then increasing to $49,090 in 2017.

The Pinion Gold Deposit is subject to a maximum of 5% NSR pursuant to various underlying lease agreements and royalty agreements.

Camp Douglas Project

In August 2010, the Company entered into a mining lease and option to purchase agreement with Diversified Inholdings, LLC, a US company, to acquire, subject to a 4% net smelter royalty, a 100% interest in the Camp Douglas project consisting of certain unpatented mineral claims in Mineral County, Nevada. Under the terms of the agreement, the Company is to pay cumulative lease payments of US$550,000 and incur exploration expenditures of US$900,000 by August 2018. As at December 31, 2013, the Company had paid US$210,000 in lease payments and fulfilled the accumulated work commitment of US$900,000 in exploration expenditures. Further lease payments and annual expenditures after 2018 will be subject to negotiation.

The Company has the option to purchase a 100% interest in the property for an amount of US$100,000. The Company may exercise the option only after it commits to commence development of a mine or mining on the property and completes a feasibility study for development of a mine or mining on the property.

In March 2014, based on an internal review of the property, the Company recorded a write-down of $124,263. The recoverable amount was determined based on the fair value less costs of disposal within Level 3 of the fair value hierarchy. A market approach valuation technique was used to determine the recoverable amount based on comparable mineral properties in comparable companies.

Pursuant to the LOI with Tanqueray, the Company is in the progress of selling the CVN and Camp Douglas projects to Tanqueray for a total consideration of $3,150,000.

NOTE 7 - Reclamation Bonds

In relation to its exploration and evaluation assets, the Company has posted reclamation bonds of $532,242 (US$530,841) (December 31, 2013 - $468,298 (US$473,406)).

NOTE 8 – Accounts Payable and Accrued Liabilities

	June 30, 2014	December 31, 2013
	$	$
Accounts payable	867,967	1,567,417
Accrued liabilities	206,520	366,541
	1,074,487	**1,933,958**

(Expressed in Canadian Dollars - unaudited)

NOTE 9 - Share Capital and Reserves

Authorized Share Capital

Unlimited number of common shares without par value.

Issued Share Capital

In August 2013, the Company closed a private placement whereby 7,936,509 shares at $0.63 per share were issued for proceeds of $4,557,518 net of cash commissions and expenses of $442,482.

In March 2014, the Company completed a private placement of 15,188,495 units at a price of $0.72 per unit for proceeds of $10,163,460 net of cash commission and expenses of $772,256. Each unit comprises one common share of the Company and one-half of one common share purchase warrant. The Company issued 7,594,248 warrants exercisable at $1.00 per share for a period of two years.

Share Purchase Warrants

A summary of share purchase warrant activities are as follows:

	Number of warrants	Weighted average exercise price
		$
Outstanding at December 31, 2012	780,526	0.95
Expired	(780,526)	0.95
Outstanding at December 31, 2013	-	-
Issued	7,594,248	1.00
Outstanding at June 30, 2014	7,594,248	1.00

A summary of the share purchase warrants outstanding and exercisable at June 30, 2014 is as follows:

Exercise Price	Number Outstanding		Expiry Date
$			
1.00	7,594,248	*	March 4, 2016

* These warrants are subject to an acceleration clause whereby if the closing price of the Company's shares is equal to or exceeds $1.35 per share for a period of 15 consecutive trading days then the Company will have the right to accelerate the expiry dates of the warrants upon 30 days notice.

(Expressed in Canadian Dollars - unaudited)

NOTE 9 - Share Capital and Reserves – (continued)

Stock Options

On June 26, 2013, the shareholders of the Company approved the Company's Stock Option Plan. The maximum number of common shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of the grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX-V). Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within one year thereafter. Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option.

In March 2013, the Company granted 50,000 stock options for a period of five years, valued at $0.89 per option for a total of $44,557 calculated using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk free rate of 1.29%, a forfeiture rate of 0%, and volatility of 132%.

In May 2013, the Company granted 1,705,000 stock options for a period of five years, valued at $0.67 per option for a total of $1,149,499 calculated using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk free rate of 1.63%, a forfeiture rate of 0%, and volatility of 140%.

In March 2014, the Company granted 2,179,000 stock options for a period of four years, valued at $0.64 per option for a total of $1,390,376 calculated using the Black-Scholes option pricing model assuming a life expectancy of four years, a risk free rate of 1.29%, a forfeiture rate of 0%, and volatility of 154%.

In June 2014, the Company granted 125,000 stock options for a period of five years, valued at $0.66 per option for a total of $81,967 calculated using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk free rate of 1.57%, a forfeiture rate of 0%, and volatility of 157%.

A summary of stock options activities are as follows:

	Number of options	Weighted average exercise price
		$
Outstanding at December 31, 2012	4,220,000	1.01
Granted	1,755,000	0.77
Outstanding at December 31, 2013	5,975,000	0.94
Granted	2,304,000	0.79
Outstanding at June 30, 2014	8,279,000	0.90

(Expressed in Canadian Dollars - unaudited)

NOTE 9 - Share Capital and Reserves – (continued)

Stock Options (continued)

A summary of the stock options outstanding and exercisable at June 30, 2014 is as follows:

Exercise Price	Number Outstanding	Number Exercisable	Expiry Date
$			
0.65	1,305,000	1,305,000	July 13, 2015
0.82	200,000	200,000	October 6, 2015
0.71	700,000	700,000	January 25, 2016
1.27	400,000	400,000	March 17, 2016
1.40	350,000	350,000	April 5, 2016
1.26	155,000	155,000	June 29, 2016
1.16	715,000	715,000	February 2, 2017
1.82	150,000	150,000	March 29, 2017
2.73	25,000	25,000	June 1, 2017
1.68	50,000	50,000	August 30, 2017
1.68	20,000	20,000	September 4, 2017
1.81	150,000	150,000	September 5, 2017
1.03	50,000	50,000	March 1, 2018
0.79	2,179,000	2,179,000	March 17, 2018
0.76	1,705,000	1,705,000	May 23, 2018
0.71	125,000	125,000	June 2, 2019
	8,279,000	8,279,000	

The stock option reserve records items recognized as share-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If vested options expire unexercised or are forfeited, the amount recorded is transferred to deficit.

NOTE 10 - Segmented Information

The Company has one operating segment, being the acquisition and exploration of exploration and evaluation assets. Geographic information is as follows:

	As at June 30, 2014		
	Canada	**US**	**Total**
	$	**$**	**$**
Reclamation bonds	-	532,242	532,242
Property and equipment	13,376	3,169	16,545
Exploration and evaluation assets	-	65,982,343	65,982,343
	13,376	**66,517,754**	**66,531,130**

	As at December 31, 2013		
	Canada	**US**	**Total**
	$	**$**	**$**
Reclamation bonds	-	468,298	468,298
Property and equipment	20,520	4,753	25,273
Exploration and evaluation assets	-	53,089,035	53,089,035
	20,520	**53,562,086**	**53,582,606**

(Expressed in Canadian Dollars - unaudited)

NOTE 11 - Related Party Transactions

During the six months ended June 30, 2014, the Company entered into the following transactions with related parties, not disclosed elsewhere in these financial statements:

i. As at June 30, 2014, $35,522 (December 31, 2013 - $111,012) was included in accounts payable and accrued liabilities owing to companies controlled by directors and officers of the Company.

ii. As at June 30, 2014, $942 (December 31, 2013 - $nil) was included in accounts payable and accrued liabilities owing to a director of the Company.

iii. In May 2014, a director and officer resigned from his position. The Company agreed to pay a total resignation payment of $239,910 to this director and officer. As at June 30, 2014, $218,782 (December 31, 2013 - $33,000) was included in accounts payable and accrued liabilities owing to a former director and officer of the Company.

Summary of key management personnel compensation:

	For the six months ended June 30,	
	2014	2013
	$	$
Management fees	294,500	294,500
Exploration and evaluation assets expenditures	107,987	111,738
Wages and salaries	238,895	-
Share-based compensation	863,960	715,990
	1,505,342	1,122,228

In March 2011, the Company granted to a former director and officer an NSR of 0.5% to 1% on all properties staked by him and acquired by the Company subject to certain provisions including a buy-down provision of $500,000 per 0.5%.

NOTE 12 - Capital Disclosure and Management

The Company considers its capital structure to include the components of shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. As an exploration stage company, the Company is currently unable to self-finance its operations.

Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favourable.

The Company's share capital is not subject to any external restrictions and the Company did not change its approach to capital management during the period.

NOTE 13 - Financial Instruments and Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash and cash equivalents, receivables, reclamation bonds, accounts payable and accrued liabilities, and note payable. The fair value of these financial instruments, other than cash and cash equivalents, approximates their carrying values due to the short-term nature of these instruments. Cash and cash equivalents are measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

The Company conducts exploration and evaluation activities in the United States. As such, it is subject to risk due to fluctuations in the exchange rates for the Canadian and US dollars. As at June 30, 2014, the Company had a net monetary liability position of US$636,571. Each 1% change in the US dollar relative to the Canadian dollar will result in a foreign exchange gain/loss of approximately $6,400.

b) Credit risk

Credit risk is risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash and cash equivalents is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds cash and highly liquid short-term investments and the interest rate of the note payable is fixed.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments. As at June 30, 2014, the Company had a working capital deficit of $2,809,246.

e) Commodity price risk

The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of gold. The Company monitors gold prices to determine the appropriate course of action to be taken.

(Expressed in Canadian Dollars - unaudited)

NOTE 14 - Commitments

a) Summary of commitment to office leases:

	Vancouver Office	Elko Office	Total
	$	$	$
Payable not later than one year	27,468	9,390	36,858
Payable later than one year and not later than five years	-	-	-
Payable later than five years	-	-	-
Total	27,468	9,390	36,858

b) In March 2011, the Company signed four separate consulting agreements with consultants, officers, and directors of the Company to provide management consulting and exploration services to the Company for an indefinite term effective January 1, 2011 and one consulting agreement with an officer and director of the Company to provide management consulting services to the Company for an indefinite term effective February 1, 2011. The agreements require total combined payments of $52,500 per month. Included in each agreement is a provision for a two year payout in the event of termination without cause and three year payout in the event of a change in control. During 2012, the Board of Directors approved amendments to these consulting agreements whereby the total combined payment increased to approximately $72,583 per month. In May 2014, a director and officer resigned from his position, and as such the related consulting agreement was terminated. The termination of the consulting agreement reduced the monthly required payment by $18,333. The Company agreed to pay a total resignation payment of $239,910 to this director and officer.

NOTE 15 – Subsequent Event

a) On August 13, 2014, the Company filed a prospectus supplement to its short form base shelf prospectus dated June 23, 2014 for a public offering of 9,000,000 common shares at a price of US$0.64 per share for gross proceeds of US$5,760,000. Closing of the financing is scheduled to take place on August 19, 2014.