ELY GOLD & MINERALS INC.
(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
(Unaudited)

THREE AND SIX MONTHS ENDED JUNE 30, 2015

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

ELY GOLD & MINERALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

As at	Notes		June 30, 2015		December 31, 2014
ASSETS					
Current					
Cash and cash equivalents		$	318,563	$	578,198
Marketable securities	6		95,488		188,911
Receivables	7		7,118		5,246
Prepaid expenses	12		26,513		25,021
			447,682		797,376
Non-Current					
Reclamation bond			20,302		20,302
Exploration and evaluation assets	9		656,332		647,971
		$	1,124,316	$	1,465,649
LIABILITIES					
Current					
Accounts payable and accrued liabilities	10	$	132,383	$	-
Deferred compensation	12		457,290		54,010
			589,673		54,010
Non-Current					
Deferred compensation	12		1,573,256		1,631,016
			2,162,929		1,685,026
EQUITY (DEFICIENCY)					
Share capital	11		25,229,869		25,229,869
Share-based payment reserve	11		1,226,568		2,710,071
Deficit			(27,495,050)		(28,159,317)
			(1,038,613)		(219,377)
		$	1,124,316	$	1,465,649

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

Approved and authorized by the Board:

"Ronald Husband"	Director	*"Stephen Kenwood"*	Director
Ronald Husband		Stephen Kenwood	

ELY GOLD & MINERALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

		Three months ended June 30,		Six months ended June 30,	
Three months ended,	Notes	2015	2014	2015	2014
EXPENSES					
Consulting fees	12	$ 211,672	$ 188,337	$ 416,558	$ 433,411
Insurance		3,444	3,624	7,095	7,524
Office and administration		9,758	5,015	20,417	10,889
Professional fees		113,512	4,569	133,759	23,929
Rent		3,000	4,800	7,600	9,600
Share-based payments	11	-	-	-	91,921
Transfer agent and filing fees		12,499	4,844	15,131	14,241
Travel and promotion		4,635	6,129	9,852	12,434
		$ (358,520)	(217,318)	(610,412)	$ (603,949)
OTHER INCOME (EXPENSE)					
Interest expense	12	(42,465)	(19,033)	(81,596)	(19,033)
Interest income		92	-	145	2,541
Gain on fair value of receivables	8	-	-	-	40,515
Change in value of deferred compensation	12	28,371	31,126	(126,820)	(18,908)
Change in fair value of marketable securities	6	(19,495)	26,889	(34,030)	371,833
Loss on disposal of marketable securities	6	(883)	-	(1,183)	-
Gain (loss) on foreign exchange		(8,866)	(33,221)	34,660	(66,335)
		(43,246)	5,761	(208,824)	310,613
Loss and comprehensive loss for the period		$ (401,766)	$ (211,557)	$ (819,236)	$ (293,336)
Basic and diluted loss per share		$ 0.00	$ 0.00	$ 0.01	$ $0.00
Weighted average number of common shares outstanding		80,312,749	80,312,749	80,312,749	80,312,749

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

ELY GOLD & MINERALS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

For the six months ended,		June 30, 2015		June 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the year	$	(819,236)	$	(293,336)
Items not affecting cash:				
Interest expense		81,596		19,033
Interest income accretion		-		(2,541)
Gain on fair value of receivables		-		(40,515)
Change in value of deferred compensation		126,820		18,908
Change in fair value of marketable securities		34,030		(344,944)
Loss on disposal of marketable securities		1,183		-
Share-based payments		-		91,921
Unrealized foreign exchange		(664,008)		12,845
Changes in non-cash working capital items:				
Receivables		(1,872)		15,855
Prepaid expenses		(1,492)		(8,804)
Accounts payable and accrued liabilities		535,663		(29,076)
Deferred compensation		397,832		175,488
Net cash used in operating activities		(309,484)		(385,166)
CASH FLOWS FROM INVESTING ACTIVITIES				
Exploration and evaluation expenditures, net of recoveries		(8,361)		(86,651)
Proceeds on disposal of marketable securities		58,210		-
Proceeds received from Solitario Exploration & Royalty Corp.		-		278,200
Net cash provided by investing activities		49,849		191,549
Change in cash and cash equivalents for the period		(259,635)		(193,617)
Cash and cash equivalents, beginning of period		578,198		728,508
Cash and cash equivalents, end of period	$	318,563	$	534,891
Cash and cash equivalents consists of:				
Cash	$	293,563	$	509,891
Term deposit		25,000		25,000
	$	318,563	$	534,891

Supplemental disclosure with respect to cash flows (Note 13)

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

ELY GOLD & MINERALS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

	Number of shares		Share capital		Share-based payment reserve		Deficit		Total
Balance, December 31, 2013	80,312,749	$	25,229,869	$	2,593,157	$	(26,867,896)	$	955,130
Share-based payments	-		-		91,921		-		91,921
Net loss for the period	-		-		-		(293,336)		(293,336)
Balance, June 30, 2014	80,312,749	$	25,229,869	$	2,685,078	$	(27,161,232)	$	753,715
Share-based payments	-		-		32,023		-		32,023
Expired options	-		-		(7,030)		7,030		-
Net loss for the period	-		-		-		(1,005,115)		(1,005,115)
Balance, December 31, 2014	80,312,749	$	25,229,869	$	2,710,071	$	(28,159,317)	$	(219,377)
Expired warrants	-		-		(1,483,503)		1,483,503		-
Net loss for the period	-		-		-		(819,236)		(819,236)
Balance, June 30, 2015	80,312,749	$	25,229,869	$	1,226,568	$	(27,495,050)	$	(1,038,613)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Ely Gold & Minerals Inc. (the "Company" or "Ely") was incorporated under the *Business Corporations Act* (Alberta) on May 10, 1996, and since 2004 its principal business activity has been the acquisition, exploration and development of exploration and evaluation assets. The Company is listed on the TSX Venture Exchange ("TSX-V"), having the symbol ELY.

The Company's registered office is Suite 459 – 409 Granville St, Vancouver, British Columbia, Canada, V6C 1T2.

On December 22, 2010, the Company entered into a Limited Liability Company Operating Agreement with Solitario Exploration & Royalty Corp. ("Solitario") (the "Operating Agreement"), which resulted in the formation of a separate entity, Mt. Hamilton LLC (a Colorado limited liability company) ("MH-LLC"). On February 22, 2012, Solitario completed a bankable feasibility study ("BFS") increasing Solitario's ownership interest in MH-LLC to 80% with the Company holding the remaining 20% interest. Refer to Note 8 for a description of Solitario's obligations.

The recovery of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

The Company incurred a net loss of $401,766 (2014 - $211,556) and $819,236 (2014 - $293,336) for the three and six months ended June 30, 2015, respectively. As at June 30, 2015, the Company had an accumulated deficit $27,495,050 (December 31, 2014 - $28,159,317) with a working capital deficit of $141,991 (December 31, 2014 – working capital of $743,366).

These condensed interim consolidated financial statements have been prepared by management on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred ongoing losses. A number of alternatives, including, but not limited to, selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. These matters indicate the existence of material uncertainties that cast significant doubt about the Company's ability to continue as a going concern.

The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

These condensed interim consolidated financial statements were approved by the Board of Directors for issue on August 28, 2015.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed interim consolidated financial statements have been prepared by management in accordance with IAS 34 - Interim Financial Reporting ("IAS 34") using accounting principles consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The significant accounting policies applied in preparing these condensed interim consolidated financial statements are consistent with the accounting policies as disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2014.

2. BASIS OF PREPARATION (cont'd…)

Statement of Compliance (cont'd)

These condensed interim consolidated financial statements do not include all of the required disclosures for annual consolidated financial statements. Accordingly, they should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2014 and the notes thereto.

Basis of consolidation and presentation

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as available-for-sale and derivative financial liabilities, which are stated at their fair values. All dollar amounts presented are in Canadian dollars, the Company's functional currency, unless otherwise specified.

These condensed interim consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, DHI Minerals Ltd. ("DHI") (a Canadian corporation), DHI Minerals (US) Ltd. ("DHI US") (a Nevada corporation) and Voyageur Gold Inc. ("Voyageur") (a Canadian corporation). The Company's 20% equity interest in MH-LLC is owned through DHI US. All significant intercompany transactions and balances have been eliminated.

Non-controlling interests in the net assets of MH-LLC are identified separately from the Company's equity therein. The interest of non-controlling shareholders is initially measured at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets. Subsequent to acquisition, non-controlling interests consist of the amount attributed to such interests at initial recognition and the non-controlling interest's share of changes in equity since the date of the acquisition.

The results of the subsidiary acquired or disposed of during the period are included in the condensed interim consolidated statement of operations from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of the subsidiary to bring the accounting policies used in line with those used by the Company.

Use of estimates and judgments

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated 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.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

2. BASIS OF PREPARATION (cont'd…)

Use of estimates and judgments (cont'd…)

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Share-based payments

The fair value of share-based payments is subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. As the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Valuation of derivative liabilities

The Company evaluates all financial instruments for freestanding and embedded derivatives. Derivative liabilities that do not have readily determinable fair value require significant management estimation. Effective April 1, 2014, the Company uses a hypothetical investment with a fixed interest rate of return applicable for each quarter equal to the US prime rate, as established in the Wall Street Journal, plus two percent ("Prime Rate"). Management applied judgment to determine that the deferred compensation (amended terms) contract hosts an embedded derivative that is closely related to the economic characteristics and risks of the host contract, and is not accounted for separately. Prior to April 1, 2014, the Company used a hypothetical investment in units of the Dow Jones Industrial Average ("DJIA") to estimate the fair value at the end of each applicable reporting period of the deferred compensation contract that hosts an embedded derivative. Changes in the fair value during each reporting period are recorded in the condensed interim consolidated statement of operations and comprehensive loss.

Impairment of mineral properties

Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

In respect of costs incurred for its mineral properties, management has determined that exploratory drilling, evaluation, development and related costs incurred, which have been capitalized, continue to be appropriately recorded on the condensed interim consolidated statement of financial position at its carrying value. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, economic assessment/studies, accessible facilities and existing permits.

Critical accounting judgments

Management must make judgments given the various options available as per accounting standards for items included in the condensed interim consolidated financial statements. Judgments involve a degree of uncertainty and could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual events differ from a judgment made. A summary involving management judgment include, but are not limited to:

2. BASIS OF PREPARATION (cont'd…)

Use of estimates and judgments (cont'd…)

Determination of fair value of the remaining interest of the investment in associate on the date the Company lost control

The Company determined the fair value of the remaining interest in its investment in MH-LLC on February 22, 2012, the date that it lost control. The determination of when an investment is impaired requires significant judgment. In making this judgment, the Company evaluates, amongst other things, the duration and extent to which the fair value of the investment is less that its original cost at each reporting period. As the Company's share of losses from MH-LLC have exceeded the original carrying value of the investment, the carrying value of the equity investment as of the December 31, 2014 is $Nil (2013 - $Nil). As such, the Company determined that there is no impairment on the investment.

3. SIGNIFICANT ACCOUNTING POLICIES

Changes in accounting standards not yet adopted

The Company has reviewed new and revised accounting pronouncements that have been issued, but are not yet effective. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

1) IFRS 9 *Financial Instruments* (2014)

This is a finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 *Financial Instruments: Recognition and Measurement.* The standard contains requirements in the following areas:

- Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a "fair value through other comprehensive income" category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39; however, there are differences in the requirements applying to the measurement of an entity's own credit risk.
- Impairment. The 2014 version of IFRS 9 introduces an "expected credit loss" model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.
- Hedge accounting. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- Derecognition. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

Applicable to the Company's annual period beginning on January 1, 2018.

2) *Accounting for Acquisitions of Interests in Joint Operations* (Amendments to IFRS 11)

Amends IFRS 11 *Joint Arrangements* to require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in IFRS 3 *Business Combinations)* to:

- apply all of the business combinations accounting principles in IFRS 3 and other IFRS, except for those principles that conflict with the guidance in IFRS 11
- disclose the information required by IFRS 3 and other IFRS for business combinations. The amendments apply both to the initial acquisition of an interest in joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not remeasured).

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Changes in accounting standards not yet adopted (cont'd...)

Note: The amendments apply prospectively to acquisitions of interests in joint operations in which the activities of the joint operations constitute businesses, as defined in IFRS 3, for those acquisitions occurring from the beginning of the first period in which the amendments apply. Amounts recognized for acquisitions of interests in joint operations occurring in prior periods are not adjusted.

Applicable to the Company's annual period beginning on January 1, 2017.

3) *Equity Method in Separate Financial Statements* (Amendments to IAS 27)

Amends IAS 27 *Separate Financial Statements* to permit investments in subsidiaries, joint ventures and associates to be optionally accounted for using the equity method in separate financial statements.

Applicable to the Company's annual period beginning on January 1, 2017.

4) *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (Amendments to IFRS 10 and IAS 28)

Amends IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures* (2011) to clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture, as follows:

- require full recognition in the investor's financial statements of gains and losses arising on the sale or contribution of assets that constitute a business (as defined in IFRS 3)
- require the partial recognition of gains and losses where the assets do not constitute a business, i.e., a gain or loss is recognized only to the extent of the unrelated investors' interests in that associate or joint venture.

These requirements apply regardless of the legal form of the transaction, e.g., whether the sale or contribution of assets occurs by an investor transferring shares in an subsidiary that holds the assets (resulting in loss of control of the subsidiary), or by the direct sale of the assets themselves.

Applicable to the Company's annual period beginning on January 1, 2017.

(Expressed in Canadian Dollars)

4. FINANCIAL INSTRUMENTS

The Company classifies its cash and cash equivalents, and deferred compensation as fair value through profit or loss ("FVTPL"); marketable securities, as available-for-sale; other receivables, as loans and receivables; and accounts payable and accrued liabilities and deferred compensation (amended terms), as other financial liabilities.

The carrying value of cash and cash equivalents, and marketable securities have been based on quoted market prices, a Level 1 measurement according to the fair value hierarchy. The carrying value of other receivables approximate fair value, as the instruments are subject to market rates of interest. The carrying value of accounts payable and accrued liabilities approximate fair value, due to the short term to maturity of these financial instruments.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

(a) Credit risk

Credit risk refers to the potential that a counterparty to a financial instrument will fail to discharge its contractual obligations. The Company manages credit risk, in respect of cash and cash equivalents, by placing its cash balances at a major Canadian financial institution. The Company manages credit risk, in respect of additional consideration receivable from Solitario, by holding a security of Solitario's interest in MH-LLC. Should Solitario default on any of the payments to DHI US, Solitario's interest will be reduced from 80% to 49%, and the Company's interest will increase to 51%.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents, as all amounts are held at major Canadian financial institutions, and with respect to other receivables, as it is due from only one party. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	June 30, 2015	December 31, 2014
Cash and cash equivalents	$ 318,563	$ 578,198

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At June 30, 2015, the Company has cash and cash equivalents of $318,563 (December 31, 2014 - $578,198), current liabilities of $132,383 (December 31, 2014 - $54,010) and working capital deficit of $141,991 (December 31, 2014 - working capital of $743,366).

The amounts listed below are the remaining contractual maturities for financial liabilities held by the Company:

	June 30, 2015		December 31, 2014	
Due Date	Accounts Payable and Accrued Liabilities	Deferred Compensation	Accounts Payable and Accrued Liabilities	Deferred Compensation
0 – 90 days	$ 132,383	$ -	$ 54,010	$ -
90 – 365 days	$ -	$ 457,290	$ -	$ -
More than 1 year	$ -	$ 1,573,256	$ -	$ 1,631,016

4. FINANCIAL INSTRUMENTS (cont'd…)

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Fluctuations in the interest rates impact the value of cash equivalents. As at June 30, 2015, the impact of interest rates on the Company is not deemed significant. The Company's other liabilities are not exposed to interest rate risk, as they are carried at amortized cost.

(ii) Foreign currency risk

The Company incurs expenditures in Canada and the US and has deferred compensation payable in US dollars. Foreign currency risk arises because the amount of the US dollar cash, intercompany balances and payables will vary in Canadian dollar terms due to changes in exchange rates.

As at June 30, 2015, the Company has not hedged its exposure to currency fluctuations.

At June 30, 2015 and December 31, 2014, the Company is exposed to currency risk through the following assets and liabilities denominated in US dollars:

		June 30, 2015		December 31, 2014
Cash and cash equivalents	US$	191,950	US$	446,495
Amounts receivable (1)		-		-
Other financial liabilities (2)		(1,656,079)		(1,425,927)
Net	US$	(1,464,128)	US$	(979,432)
Canadian dollar equivalent		(1,828,696)		(1,136,239)

(1) Includes receivables and other receivables.
(2) Includes accounts payable and accrued liabilities and deferred compensation.

Based on the above net exposures as at June 30, 2015, a 5% (2014 - 5%) change in the Canadian/US exchange rate would impact the Company's loss and comprehensive loss by approximately $91,000 (December 31, 2014 - $56,812).

(Expressed in Canadian Dollars)

4. FINANCIAL INSTRUMENTS (cont'd…)

(c) Market risk (cont'd…)

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to other price risk on its deferred compensation, which accrues interest at the Prime Rate. At June 30, 2015, a 1% change in the Prime Rate would impact the Company's earnings by approximately $8,000 (2014 - $3,000). The Company is not exposed to significant price risk on its marketable securities.

(iv) Fair value hierarchy

The following tables summarize the Company's financial instruments under the fair value hierarchy, as at June 30, 2015 and December 31, 2014:

June 30, 2015	Level 1	Level 2	Level 3	Total
FVTPL				
Cash and cash equivalents	$318,563	$ -	$ -	$ 318,563
Available-for-sale				
Marketable securities	$95,488	$ -	$ -	$ 95,488
Other financial liabilities				
Deferred compensation	$ -	$2,030,546	$ -	$2,030,546

December 31, 2014	Level 1	Level 2	Level 3	Total
FVTPL				
Cash and cash equivalents	$578,198	$ -	$ -	$ 578,198
Available-for-sale				
Marketable securities	$188,911	$ -	$ -	$ 188,911
Other financial liabilities				
Deferred compensation	$ -	$1,631,016	$ -	$1,631,016

(Expressed in Canadian Dollars)

5. CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company has not determined whether its exploration and evaluation assets contain economically recoverable reserves of ore and currently has not earned any revenues from its exploration and evaluation assets, and therefore, does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital and debt. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget on all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

There have been no changes to the Company's approach to capital management during the three months ended June 30, 2015.

6. MARKETABLE SECURITIES

The Company's marketable securities comprise the following common shares. The fair value of the available-for-sale investments have been determined directly by reference to published price quotations in an active market.

	June 30, 2014		December 31, 2014	
	Cost	Fair Value	Cost	Fair Value
Solitario Royalty & Exploration Corp.				
121,352 (December 31, 2014 – 177,000) common shares	$ 121,352	$ 95,488	$ 214,226	$ 188,911

During the six months ended June 30, 2015, the Company disposed 55,648 common shares of Solitario for gross proceeds of $58,210, realizing a loss of $1,183.

During the year ended December 31, 2014, the Company disposed 100,000 common shares of Mountain China Resorts Holding Ltd. for gross proceeds of $465, realizing a loss of $1,535; the Company received 50,000 common shares of Solitario and disposed of 400,777 common shares of Solitario for gross proceeds of $438,708 (US$395,610), realizing a gain of $61,928.

For year ended December 31, 2014, a gain of $22,509 (2013 - loss of $100,111) was recognized in net loss as a change in fair value of marketable securities. During the year ended December 31, 2012, management had made the assessment that marketable securities had experienced a prolonged decline in their fair values below cost.

Fair values remained below average cost as at June 30, 2015 and December 31, 2014.

(Expressed in Canadian Dollars)

7. RECEIVABLES

The Company's receivables as of June 30, 2015 and December 31, 2014 are as follows:

		June 30, 2015		December 31, 2014
Sales taxes receivable	$	7,118	$	5,246

8. INVESTMENT IN MT. HAMILTON LLC

On February 28, 2008, the Company acquired 100% of the issued and outstanding common shares of DHI, which owns 100% of the issued and outstanding common shares of DHI US, pursuant to an agreement with Augusta Resource Corp. At the time of acquisition, DHI US was the 100% owner of the Mount Hamilton property (the "Mt. Hamilton Project") in Nevada, subject to a sliding scale net smelter returns royalty (the "Underlying Royalty") reserved in favor of the original lessor (the "Underlying Royalty Holder") of the Mt. Hamilton Project.

On December 22, 2010 and as subsequently amended on June 28, 2012 and August 10, 2012, the Company and Solitario incorporated MH-LLC pursuant to a JV Agreement and an Operating Agreement to advance the Company's Mount Hamilton project located near Ely, Nevada, through to a BFS and into production.

As of February 22, 2012, Solitario earned an 80% interest in MH-LLC by completion of a BFS and is committed and obligated to make the following payments and share issuances production (collectively referred to as the "Continuing Payment Obligations"):

(i) make unpaid payments of cash and common shares to DHI US totaling US$1,000,000 and 200,000 common shares of Solitario (received);
(ii) make unpaid payments to the Underlying Royalty Holder (US$5,000,000);
(iii) subscribe to the uncompleted subscriptions in the Company's shares (completed - 15,732,274 Ely shares); and
(iv) provide funding for all bonding requirements to achieve commercial.

The Underlying Royalty originally had a base rate of 3% and increased by 0.5% for each US$50 increase in the price of gold over US$400 per ounce, to a maximum of 8%, subject to an option (the "First Royalty Reduction Option") of DHI US to reduce the rate by 1.5% upon payment of US$2,000,000 to the Royalty Holder at any time prior to commencement of commercial production. During the year ended December 31, 2010 the Company subsequently negotiated amendments to the terms of the Underlying Royalty to further reduce the royalty as follows:

(a) an option (the "Second Royalty Reduction Option") to reduce the Underlying Royalty to 4.75% upon exercise of the First Royalty Reduction Option and payment of an additional US$1,500,000 to the Royalty Holder at any time prior to commencement of commercial production; and
(b) another option (the "Third Royalty Reduction Option") to reduce the Underlying Royalty to 3.0% upon exercise of the Second Royalty Reduction Option and payment of an additional US$1,500,000 to the Royalty Holder at any time prior to the first anniversary of commencement of commercial production.

As consideration for the additional royalty reduction options, the Company issued 4,000,000 share purchase warrants to the Royalty Holder. On January 23, 2013, the exercise period of the warrants was extended from February 28, 2013 to February 28, 2015. During the six months ended June 30, 2015 these warrants expired unexercised (Note 11).

(Expressed in Canadian Dollars)

8. INVESTMENT IN MT. HAMILTON LLC (cont'd…)

As of June 30, 2015, the Continuing Payment Obligations that have not been satisfied by Solitario is the obligation to provide MH-LLC with the US$5,000,000 required to exercise the royalty reduction options. As well, the Bonding Obligation will not arise until further steps are taken by MH-LLC towards placing the Mt. Hamilton Project into commercial production.

All other costs incurred by MH-LLC will be shared by Solitario and DHI US pro-rata based on equity interest owned (80%:20%). In the event DHI US's share of expenditures are funded by Solitario, Solitario shall recover all expenditures made on DHI US's behalf, plus interest at a commercially competitive rate, exclusively from 80% of DHI US's share of distributions from MH-LLC. As of June 30, 2015, DHI US had no loans outstanding to Solitario or other obligations to MH-LLC.

Effective February 22, 2012, the Company determined it no longer had control over MH-LLC based on elements of control in accordance with IAS 27 *Consolidated and Separate Financial Statements*, and accordingly, is no longer consolidating the financial results of MH-LLC. As the Company has significant influence over MH-LLC, the Company accounts for its investment in MH-LLC as an equity investment and records its share of profit or loss from MH-LLC in the consolidated statement of operations while significant influence is maintained.

Since December 31, 2012, the share of losses and recoveries from MH-LLC has exceeded the original carrying value of the investment in MH-LLC, and as such, the carrying value of the Company's equity investment in MH-LLC is $Nil. All future distributions will be recognized in the condensed interim consolidated statements of operations and comprehensive loss. At June 30, 2015 and December 31, 2014, the carrying value of the Company's equity investment in MH-LLC continues to be $Nil.

Included in the results of operations during the six months ended June 30, 2014 is a $40,515 gain on fair value of receivables relating to the Solitario shares received as part of the Continuing Payment Obligations.

Summary of financial information for MH-LLC:

As at	June 30, 2015 $US	December 31, 2014 $US
Current assets	8,366	393,785
Non-current assets	14,996,309	14,467,677
Current liabilities	168,059	201,234
Non-current liabilities	7,000,000	7,000,000

	For the three months ended June 30,		For the six months ended June 30,	
	2015 $US	2014 $US	2015 $US	2014 $US
Net loss	6,233	10,673	10,223	24,792
Comprehensive loss	6,233	10,673	10,223	24,792

(Expressed in Canadian Dollars)

9. EXPLORATION AND EVALUATION ASSETS

	Green Springs (a)	Cox Claims (b)	Mount Hamilton (c)	Total
Balance, December 31, 2013	$ 438,174	$ 23,523	$ -	$ 461,697
Acquisition costs	26,675	-	-	26,675
Exploration and evaluation costs	156,989	2,610	-	159,599
Balance, December 31, 2014	621,838	26,133	-	647,971
Acquisition costs	2,828	-	-	2,828
Exploration and evaluation costs	5,533	-	-	5,533
Balance, June 30, 2015	$ 630,199	$ 26,133	$ -	$ 656,332

(a) Green Springs

On February 4, 2013, the Company acquired the Green Springs property in White Pine County, Nevada, for US$300,000 (paid) and $50,000 (paid) cash. The Green Springs property is subject to a 2% NSR.

On July 7, 2014, the Company entered into an exploration and option Agreement with Eurasian Minerals Inc. ("Eurasian") for the Cathedral Well gold project ("Cathedral Well Project"). Cathedral Well is comprised of 113 unpatented mining claims that surround the Company's Green Springs claims, Pursuant to this agreement, the Company can earn a 100% interest in the Cathedral Project by paying Eurasian a total of $100,000 as follows:

- US$25,000 upon execution of this agreement (paid); and
- US$75,000 over the next three years.

Eurasian will retain a 2.5% net smelter return ("NSR") royalty, inclusive of an underlying 0.5% NSR royalty. In addition, after earning the 100% interest in the Cathedral Well Project, the Company will pay Eurasian annual advance royalties equal to 20 ounces of gold each year beginning in year four of this agreement. After completion of a feasibility study of the Cathedral Well Project and/or the adjacent Company properties, the annual payment will increase to 35 ounces of gold each year thereafter until commencement of commercial production from either, or both, of the Cathedral Well Project and the adjacent Company properties. The Company may purchase 0.5% of the Eurasian NSR royalty by paying Eurasian 500 ounces of gold within 60 days after commencement of commercial production from either, or both, of the Cathedral Well Project and the adjacent Company properties. However, Eurasian will not retain any royalty on the Company's existing Green Springs project.

9. EXPLORATION AND EVALUATION ASSETS (cont'd…)

(b) Cox Claims

On January 16, 2013, the Company acquired a mining lease and a purchase option on two mining claims contiguous to the Green Springs property, known as the Cox Claims. The lease on the Cox Claims has a term of 10 years with escalating advance royalty payments and a purchase option to acquire 100% of the property. The advance royalty payments are payable as follows on each anniversary of the agreement:

- Upon signing, US $7,500 (paid in 2013)
- January 16, 2014, US $10,000 (paid in 2013)
- January 16, 2015, US $12,000 (paid in 2014)
- January 16, 2016, US $15,000
- January 16, 2017, US $15,000
- January 16, 2018, US $15,000
- January 16, 2019, US $20,000
- January 16, 2020 and on each subsequent anniversary, US $25,000.

The Company has the option to purchase the claims for an amount equal to US$200,000 less the aggregate of the annual advance royalty payments made prior to the date of exercising the purchase option. Upon exercise of the purchase option, title to the Cox Claims will be taken subject to annual advance royalty payments of US$25,000 until commencement of commercial production, after which a 2% NSR will be payable, after recovery of the aggregate advance royalties. The Company has the option to buy-down 1% of the NSR for US$500,000.

In connection with the acquisition of the Cox Claims, the Company entered into an Agency Agreement with Urawest Energy LLC ("Urawest") to compensate Urawest for its involvement in the acquisition of the Cox Claims. Under the terms of the Agency Agreement, the Company will make total aggregate payments of US$47,500 to Urawest, payable in annual instalments over the 10 year term of the Cox Claims lease:

- Upon signing, US $2,500 (paid in 2013)
- January 16, 2014, US $2,500 (paid in 2014)
- January 16, 2015, US $2,500 (paid in 2015)
- January 16, 2016 to January 16, 2023, US $5,000 each year.

In the event the Company exercises the purchase option to acquire 100% of the Cox Claims, any unpaid fees to Urawest as at the date of exercise shall be paid in full. Upon commencement of commercial production from the Cox Claims, the Company shall pay Urawest a 0.25% NSR.

(Expressed in Canadian Dollars)

9. EXPLORATION AND EVALUATION ASSETS (cont'd…)

(c) Mount Hamilton property, Nevada

Solitario's interest in MH-LLC is 80% and the Company's interest is 20%. The Company accounts for its investment in MH-LLC as a significantly influenced equity investment and records its share of profit or loss from MH-LLC and accordingly, the Company's interest in the Mount Hamilton property is presented as an equity investment in MH-LLC (Note 8).

The Mt. Hamilton Property is subject to minimum advance royalty payments of US$300,000 per annum and subject to the Underlying Royalty (Note 8).

Great American property, Nevada

During the year ended December 31, 2011, MH-LLC entered into an option agreement to acquire 100% of the Great American property for a total payment of US$525,000, payable as follows:

- On signing the agreement – US$50,000 (paid in 2012)
- On or before September 8, 2012 – US$50,000 (paid in 2012)
- On or before September 8, 2013 – US$75,000 (paid in 2013)
- On or before September 8, 2014 – US$150,000 (paid in 2014)
- On or before September 8, 2015 – US$200,000.

The Great American property is subject to:

- an annual advanced minimum royalty payment, of the greater of US$30,000 or the cash value of 33 ounces of gold, commencing on September 8, 2016 and ending when production commences; and
- a 3% NSR from all gold or silver productions and 2% NSR from all other products produced or sold.
- an annual advanced minimum royalty payment, of the greater of US$30,000 or the cash value of 33 ounces of gold, commencing on September 8, 2016 and ending when production commences; and
- a 3% NSR from all gold or silver productions and 2% NSR from all other products produced or sold.

Subsequent to June 30, 2015, the Company sold its 20% interest in the Mt. Hamilton Project (Note 15).

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities comprise the following:

	June 30, 2015	December 31, 2014
Trade payables	$ 109,152	$ 2,000
Accrued liabilities	11,000	30,000
Due to related parties	12,231	22,010
Total	$ 132,383	$ 54,010

(Expressed in Canadian Dollars)

11. SHARE CAPITAL AND RESERVES

(a) Authorized share capital

As at June 30, 2015, the authorized share capital of the Company is an unlimited number of common shares without par value.

(b) Issued share capital

During the six months ended June 30 , 2015 and the year ended December 31, 2014, the Company did not issue common shares.

(c) Stock options

The Company has an incentive stock option plan (the "Plan") in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. In addition, the aggregate number of shares reserved for issuance to any one person shall not exceed 5% of the issued and outstanding shares (2% if the participant is a consultant). Under the Plan, the exercise price of each option may not be less than the market price of the Company's share capital as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

As at June 30, 2015 and December 31, 2014, the Company had outstanding stock options enabling the holders to acquire further common shares as follows:

Expiry Date	Exercise Price	June 30, 2015	December 31, 2014
July 7, 2015	$ 0.15	1,000,000	1,000,000
September 1, 2015	$ 0.15	1,000,000	1,000,000
January 5, 2016	$ 0.25	800,000	800,000
February 26, 2017*	$ 0.12	600,000	600,000
July 24, 2017	$ 0.14	200,000	200,000
September 22, 2021	$ 0.20	1,300,000	1,300,000
January 30, 2023	$ 0.14	400,000	400,000
January 28, 2024	$ 0.12	900,000	900,000
November 27, 2024	$ 0.06	900,000	900,000
Total outstanding and exercisable		7,100,000	7,850,000

On July 7, 2015, 1,000,000 options with an exercise price of $0.15 per share expired unexercised.

The weighted average remaining contractual life for the outstanding options at June 30, 2015 is 4.14 (December 31, 2014 - 4.23) years.

(Expressed in Canadian Dollars)

11. SHARE CAPITAL AND RESERVES (cont'd...)

(c) Stock options (cont'd...)

Stock option transactions are summarized as follows:

			June 30 , 2015			December 31, 2014
	Number of Options		Weighted Average Exercise Price	Number of Options		Weighted Average Exercise Price
Balance, beginning of period	7,850,000	$	0.16	6,100,000	$	0.21
Granted	-	$	-	1,800,000	$	0.09
Expired	750,000	$	0.20	(50,000)	$	0.14
Options exercisable, end of period	7,100,000	$	0.15	7,850,000	$	0.16

On January 28, 2014, the Company granted incentive stock options to certain directors and officers of the Company entitling them to purchase 900,000 common shares at a price of $0.12 per share for a period of 10 years vesting 100% on the grant date and expiring January 28, 2024. The fair value of these options was calculated at $91,921 using the Black-Scholes option pricing model.

On November 27, 2014, the Company granted incentive stock options to certain directors and officers of the Company entitling them to purchase 900,000 common shares at a price of $0.06 per share for a period of 10 years vesting 100% on the grant date and expiring November 27, 2024. The fair value of these options was calculated at $32,023 using the Black-Scholes option pricing model.

During the six months ended June 30 2015, the Company recorded a total share-based payment expense of $nil (2014 - $91,921).

(Expressed in Canadian Dollars)

11. SHARE CAPITAL AND RESERVES (cont'd...)

(d) Warrants

As at June 30, 2015 and December 31, 2014, the following share purchase warrants were outstanding:

Expiry Date	Exercise Price	June 30 , 2014	December 31, 2014
February 28, 2015*	$ 0.32	-	4,000,000

On February 28, 2015, the 4,000,000 warrants expired unexercised.

Share purchase warrant transactions are summarized as follows:

	June 30 , 2015			December 31, 2014		
	Number of Warrants		Weighted Average Exercise Price	Number of Warrants		Weighted Average Exercise Price
Balance, beginning of period	4,000,000	$	0.32	4,000,000	$	0.32
Expired	(4,000,000)	$	0.32	-	$	-
Balance, end of period	-	$	-	4,000,000	$	0.32

No warrants were issued during the three months ended June 30, 2015 and the year ended December 31, 2014.

The fair value of stock options and warrants are estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	June 30 , 2015		June 30, 2014	
	Options	Warrants	Options	Warrants
Risk-free interest rate	N/A	N/A	3.20%	N/A
Expected dividend yield	N/A	N/A	0.00%	N/A
Expected stock price volatility	N/A	N/A	112%	N/A
Expected life in years	N/A	N/A	10.00	N/A
Weighted average fair value	N/A	N/A	$0.10	N/A

The Company has estimated the forfeiture rate to be 0.00%. Expected volatility was determined based on the historical movements in the closing price of the Company's common shares for a length of time equivalent to the expected life of each option and warrant.

(Expressed in Canadian Dollars)

12. RELATED PARTY TRANSACTIONS

Key management comprises directors and executive officers. The Company did not pay post-employment benefits and long-term benefits to key management. The following compensation was paid to key management: for the three and six months ended June 30:

	For the three months ended June 30, 2015	For the three months ended June 30, 2014	For the six months ended June 30, 2015	For the six months ended June 30, 2014
Short-term employment benefits	$ 110,259	$ 133,846	$ 215,849	$ 245,694
Other long-term employment benefits		88,264	175,772	164,784
Share-based payments	88,186	-	-	91,921
Total	$ 198,445	$ 222,110	$ 391,571	$ 314,031

As at June 30, 2015, $12,231 (December 31, 2014 - $22,010) is owing to related parties for consulting fees, which is included in accounts payable and accrued liabilities. A prepaid advance of $14,677 (December 31, 2014 - $18,574) was made to an officer and director of the Company.

As at June 30, 2015 $2,030,546 (December 31, 2014 - $1,631,016) is owing to related parties for deferred consulting fees; $457,290 is payable January 1, 2016, $190,848 is payable January 1, 2017, $520,877 is payable January 1, 2020 and $861,531 is payable January 1, 2021. The amounts are included in the condensed interim consolidated statements of financial position as deferred compensation.

On April 1, 2014, the Company amended the terms of the payment of consulting fees so that the amount payable accrues interest, adjusted and compounded each quarter, at the Prime Rate (defined as the rate published by the Wall Street Journal on the last business day of the quarter, plus 2%). Due to the long-term nature of the payment of the deferred compensation, the carrying value of the estimated obligation of $2,030,546 (December 31, 2014 - $1,631,016) represents the expected payment obligation in the future, discounted at June 30, 2015 using an effective interest rate of 10%. Prior to this amendment, the payment of consulting fees was indexed to the DJIA and the value of the deferred compensation fluctuated based on the movements in the DJIA index. Management determined that the amended terms were substantially different to the terms previously in place and accounted for the amendment as an extinguishment of the original liability and recognition of a new liability in accordance with IAS 39 Financial Instruments: Recognition and Measurement.

During the three months ended June 30, 2015, the Company recognized in net loss:

- a decrease in the value of the deferred compensation liability of $28,371 (2014 - $31,126); and
- an interest expense of $42,465 (2014 - $19,033).

During the six months ended June 30, 2015, the Company recognized in net loss:

- an increase in the value of the deferred compensation liability of $126,820 (2014 - $18,908); and
- an interest expense of $81,596 (2014 - $19,033).

All other amounts due to related parties are payable on demand. Interest is not charged on outstanding balances.

The Company entered into termination clause agreements with four of the Company's officers and directors, whereby the officers and directors are entitled to a cumulative amount of $1,000,000 in the event they are terminated without cause; or $1,960,000 in the event there is a change of control.

(Expressed in Canadian Dollars)

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash operating, investing and financing transactions during the six months ended June 30 consisted of:

	2015	2014
Exploration and evaluation expenditures included in accounts payable and accrued liabilities	$ -	$ 8,961
Shares received from Solitario	$ -	$ 84,016

14. SEGMENT INFORMATION

The Company has one reportable operating segment, the acquisition and exploration of resource properties in two geographical locations: Canada and the United States.

As at	June 30, 2015	December 31, 2014
Non-current assets		
United States	$ 676,634	$ 668,273

15. EVENTS AFTER THE REPORTING PERIOD

On May 6, 2015 the Company and Solitario (the"Sellers") signed a non-binding letter of intent (the "Waterton LOI") with Waterton Precious Metals Fund II Cayman, LP outlining the intent of the parties to negotiate a definitive agreement for the sale of 100% of the Sellers' Interests in MH-LLC (the "Interests") for US$30,000,000, allocated as to 80% (US$24,000,000) to Solitario and as to 20% (US$6,000,000) to DHI US (the "Transaction"). On June 10, 2015, Solitario, DHI US, the Company and Waterton executed and delivered the Membership Interest Purchase Agreement (the "MIPA") as the definitive agreement contemplated by the letter of intent. Waterton is a wholly-owned subsidiary of Waterton Precious Metals Fund II Cayman, LP. The MIPA may be viewed in its entirety on SEDAR and the background to the MIPA may be viewed in the Company's MD&A for the three and six months ended June 30, 2015.

Concurrent with the signing of the MIPA, the Company, DHI US and Solitario entered into an arm's length agreement (the "Consent Agreement") pursuant to which Solitario has agreed to surrender Solitario's Ely Gold Shares (the "Solitario Shares") to the Company for cancellation in exchange for:

(a) the Company and DHI US consenting to Solitario pledging its Interest as security for any refinancing required by Solitario to any third party loans;

(b) Ely and DHI US waiving Solitario's obligation to fund the exercise of the Royalty Reduction Options and the Bonding Obligations; and

(c) DHI US repaying loans (the "JV Loans") made to DHI US by Solitario pursuant to the MH-LLC Operating Agreement to fund DHI US' Joint Venture obligations to MH-LLC, to a maximum of US$200,000, if the transactions contemplated by the Consent Agreement close on the date of a sale of MH-LLC to Waterton.

Maxit Capital LP (Maxit) acted as financial advisor to the Company in connection with the Transaction. Under ithe Company's engagement letter with Maxit, the Company has agreed to pay Maxit a $200,000 fee for Maxit's services, including delivery of the Fairness Opinion and services in connection with the completion of the Transaction.

15. EVENTS AFTER THE REPORTING PERIOD (cont'd...)

On August 25, 2015, the Transaction closed and subsequently the Consent Agreement closed on August 27, 2015. Upon closing of the Transaction the Company received cash proceeds of US$6,000,000. On closing of the Consent Agreement, the Company returned 15,732,274 of its common shares to the treasury.