# Galway Gold Inc.

## Consolidated Financial Statements
## For the Period Ended December 31, 2012

**(Expressed in United States Dollars)**

**(Audited)**

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Galway Gold Inc. were prepared by management in accordance with International Finanacial Reporting Standards. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards ("IFRS") and their interpretations adopted by the International Accounting Standards Board ("IASB").

Management has established processes which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

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

(signed)
Robert Hinchcliffe
President and Chief Executive Officer

(signed)
Robert D.B. Suttie
Chief Financial Officer

April 30, 2013
Toronto, Canada

April 30, 2013

## Independent Auditor's Report

**To the Shareholders of**
**Galway Gold Inc.**

We have audited the accompanying consolidated financial statements of Galway Gold Inc. which comprise the consolidated statements of financial position as at December 31, 2012 and December 20, 2012 and the consolidated statement of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from December 20, 2012 to December 31, 2012 and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

**Management's responsibility for the consolidated financial statements**
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**
Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

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**Opinion**
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Galway Gold Inc. as at December 31, 2012 and December 20, 2012 and its financial performance and its cash flows for the period from December 20, 2012 to December 31, 2012 ended in accordance with IFRS.

**(Signed) "PricewaterhouseCoopers LLP"**

**Chartered Accountants, Licensed Public Accountants**

**Galway Gold Inc.**
**Consolidated Statements of Financial Position**
**(Expressed in United States Dollars)**

| **As at** | **December 31, 2012** | December 20, 2012 |
|---|---|---|
| **Assets** | | |
| Current assets | | |
| Cash | **$ 17,427,613** | $ 18,000,000 |
| Prepaids and deposits | **19,363** | - |
| | **17,446,976** | 18,000,000 |
| Non-current asset | | |
| Resource property costs (Note 5) | **2,245,653** | 1,653,900 |
| | **$ 19,692,629** | $ 19,653,900 |
| **Liabilities** | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | **$ 104,799** | $ - |
| **Shareholders' Equity** | | |
| Common shares (Note 6) | **19,653,900** | 19,653,900 |
| Accumulated other comprehensive income | **(329)** | - |
| Deficit | **(65,741)** | - |
| | **19,587,830** | 19,653,900 |
| | **$ 19,692,629** | $ 19,653,900 |

**Nature of Operations** (Note 1)

**Approved by the Board** *"Robert Hinchcliffe"* Director
*"Robb Doub"* Director

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

**Galway Gold Inc.**
**Consolidated Statements of Loss and Comprehensive Loss**
**(Expressed in United States Dollars)**

| For the Period December 20, 2012 to December 31, 2012 | | |
|---|---|---|
| **Expenses** | | |
| Administrative expenses (Note 7) | $ | 67,307 |
| (Gain) loss on foreign exchange | | (1,566) |
| **Net loss and comprehensive loss for the period** | $ | (65,741) |
| **Loss per share - basic and diluted** | $ | nil |
| **Weighted average number of common shares outstanding** | | 166,261,932 |

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

## Galway Gold Inc.
**Consolidated Statements of Changes in Shareholders' Equity**
**(Expressed in United States Dollars)**

| | Share Capital | Accumulated Other Comprehensive Income | Deficit | Total |
|---|---|---|---|---|
| Balance, December 20, 2012 | $ 19,653,900 | $ - | $ - | $ 19,653,900 |
| Cumulative translation adjustment | - | (329) | - | (329) |
| Net loss for the period | - | - | (65,741) | (65,741) |
| **Balance, December 31, 2012** | **$ 19,653,900** | **$ (329)** | **$ (65,741)** | **$ 19,587,830** |

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

**Galway Gold Inc.**
**Consolidated Statements of Cash Flows**
**(Expressed in United States Dollars)**

**For the Period December 20, 2012 to December 31, 2012**

| | |
|---|---|
| **Cash (used in) provided by:** | |
| **Operating activities** | |
| Net loss and comprehensive loss for the period | $ (65,741) |
| Changes in current assets and liabilities: | |
| Prepaids and deposits | (19,363) |
| Accounts payable and accrued liabilities | 104,470 |
| | 19,366 |
| **Investing activities** | |
| Resource property acquisition costs (Note 5) | (591,753) |
| **Net change in cash** | (572,387) |
| Cash, beginning of period | 18,000,000 |
| **Cash, end of period** | $ 17,427,613 |

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

## 1. Nature of Operations

Galway Gold Inc. ("Galway Gold" or "the Company") was incorporated pursuant to the Business Corporations Act (New Brunswick) on May 9, 2012. Galway Gold's head office is located at 36 Toronto Street, Suite 1000, Toronto, Ontario, Canada, M5C 2C5. Galway Gold was incorporated for the sole purpose of participating in the Plan of Arrangement (the "Arrangement") announced October 19, 2012 involving Galway Gold, Galway Metals Inc., Galway Resources Ltd. ("Galway"), AUX Acquisition 2 S.àr.l ("AUX") and AUX Canada Acquisition 2, formerly 2346407 Ontario Inc. ("AUX Canada"), a wholly owned subsidiary of AUX. Galway Gold has not carried on any active business other than in connection with the Arrangement and related matters.

Under the Arrangement, AUX Canada acquired all of the common shares of Galway not already owned by AUX Canada and its affiliates and pursuant to the Arrangement, Galway shareholders received for each Galway common share: cash consideration of Cdn$2.05 per share, one Galway Gold common share and one common share in a new exploration and development company, Galway Metals Inc. Under the Arrangement, Galway transferred to Galway Gold and Galway Gold will indirectly hold as assets a 100% interest in Galway's Vetas Gold Project, being an interest in Reina de Oro and Coloro concessions located in the Vetas Mining District in Colombia (the "Vetas Project") and approximately US$18 million in net working capital. Upon completion of the Arrangement, Galway's existing securityholders including AUX Canada and its affiliates owned 90% of the Galway Gold shares outstanding, proportionate to their ownership of Galway at the time the Arrangement is completed and AUX Canada indirectly owns an additional 10% of the Galway Gold shares via its ownership of Galway Resources Ltd.

The Arrangement was completed by way of statutory Plan of Arrangement under the Business Corporations Act (Ontario). The Arrangement was approved by Galway shareholders and warrantholders at a special meeting held on December 17, 2012.

Galway Gold is in the process of exploring the Vetas Project and has not yet determined whether the mineral properties contain mineral reserves that are economically recoverable. The continuing operations of Galway Gold and the underlying value and recoverability of the amounts shown for mineral properties are entirely dependent upon the existence of economically recoverable mineral reserves, the ability to obtain the necessary financing to complete the exploration and development of the mineral property interests and on future profitable production or proceeds from the disposition of the mineral property interests.

## 2. Significant Accounting Policies

### Basis of Preparation

These consolidated financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards ("IFRS") and their interpretations adopted by the International Accounting Standards Board ("IASB") and the Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the Handbook of the Canadian Institute of Chartered Accountants.

These consolidated financial statements were approved by the Board of Directors on April 30, 2013.

### Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates.

## 2. Significant Accounting Policies (Continued)

### Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries, Galway Resources Vetas Holdco Ltd. (Cayman Islands) and Galway Resources Vetas Holdco Ltd. Sucursal Colombia. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

### Segment Reporting

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

The Company has determined that it has one operating segment, the acquisition, exploration and development of mineral resource properties, currently located in Colombia. The Company's corporate head office expenditures are considered incidental to the activities of the Company and therefore do not meet the definition of an operating segment.

### Financial Instruments

Financial Assets

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs.

Financial assets are classified as 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. Loans and receivables are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest, when applicable, over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial asset or to the net carrying amount on initial recognition.
Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

**2. Significant Accounting Policies (Continued)**

Financial Liabilities

Financial liabilities are classified as ‘other financial liabilities’.

Other Financial Liabilities

Other financial liabilities including borrowings are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or to the net carrying amount on initial recognition.

De-recognition of Financial Liabilities

The Company de-recognizes financial liabilities when the obligations are discharged, cancelled or expire.

The Company’s financial instruments consist of the following:

| Financial Assets: | Classification: |
|---|---|
| Cash | Loans and receivables |
| Financial Liabilities: | Classification: |
| Accounts payable and other liabilities | Other financial liabilities |

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts or loans receivable, where the carrying amount is reduced through the use of an allowance account. When an accounts or loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial Instruments Recorded at Fair Value

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on unadjusted quoted prices in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly [i.e. as prices] or indirectly [i.e. derived from prices]; and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data [unobservable inputs]. As of December 20, 2012 and December 31, 2012 cash was classified as Level 1 on the consolidated statements of financial position.

## 2. Significant Accounting Policies (Continued)

### Cash

Cash in the consolidated statements of financial position comprise cash at banks and on hand. The Company's cash is invested with major financial institutions in business accounts and higher yield investment and savings accounts that are available on demand by the Company for its programs.

### Resource Property Costs

The Company is in the exploration stage with respect to its investment in resource property costs and accordingly follows the practice of capitalizing significant acquistion costs on active exploration properties. The aggregate costs related to abandoned mineral properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Company recognizes, in income, costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount of the mineral properties.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditure is not expected to be recovered, it is charged to the results of operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

### Impairment of Non-Financial Assets

When circumstances or events indicate that impairment may exist, resource property costs are tested for impairment the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. In addition, long-lived assets that are not amortized are subject to an annual impairment assessment. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The Company has identified the following cash-generating unit: Vetas property. As at December 31, 2012, there was no impairment of the Company's non-financial assets.

## 2. Significant Accounting Policies (Continued)

### Impairment of Non-Financial Assets (Continued)

Management reviews the following industry-specific indicators for an impairment review when evaluating resource property costs:

- Exploration activities have ceased;
- Exploration results are not promising such that exploration will not be planned for the foreseeable future;
- Lease ownership rights expire;
- Sufficient funding is not expected to be available to complete the mineral exploration program; or
- An exploration property has no material economic value to the Company's business plan.

Management takes into consideration various information including, but not limited to, results of exploration activities conducted to date, estimated future mineral prices, and reports and opinions of outside geologists, mine engineers and consultants.

### Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company had no material provisions at December 31, 2012, or December 20, 2012.

### Income Taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

## 2. Significant Accounting Policies (Continued)

### Restoration, Rehabilitation and Environmental Obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

### Loss Per Share

The Company presents basic and diluted loss per share data for its common shares outstanding, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding to include potential common shares for the assumed conversion of all dillutive securities under the treasury stock method.

### Foreign Currencies

The functional currency of the parent company is the Canadian dollar and its subsidiaries, the Colombian Peso as determined by management. The United States dollar is the currency in which it presents these consolidated financial statements. The Company recognizes transactions in currencies other than the United States dollar (foreign currencies) at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the end of reporting period exchange rates are recognized in the consolidated statements of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The preparation of these 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 financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

## 2. Significant Accounting Policies (Continued)

### Critical Accounting Estimates

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

Stock-Based Compensation

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of loss based on estimates of forfeiture and expected lives of the underlying stock options. For the period ended December 31, 2012, the Company had not issued any stock options and had therefore had not recognized any stock based compensation expense.

### Critical Accounting Judgments

Income Taxes and Recovery of Deferred Tax Assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements. Deferred tax assets require management to assess the likelihood that Galway Gold will generate taxable income in future periods in order to utilize recognized deferred tax assets.

### Critical Accounting Estimates

Restoration, Rehabilitation and Environmental Obligations

Management's assumption of no material restoration, rehabilitation and environmental exposure, is based on the facts and circumstances that existed in the current and prior years.

Impairment of Resource Property Costs

Management reviews the carrying values of exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable. This analysis is performed by CGU which is defined as the Company resource properties. The recoverable amount of cash-generating units for an exploration stage company requires various subjective assumptions. These assumptions may change significantly over time when new information becomes available and may cause original estimates to change.

## 2. Significant Accounting Policies (Continued)

### New Accounting Standards and Interpretations

The following standards have been issued but not yet adopted in these consolidated financial statements. The Company does not expect to early adopt these standards. The Company's assessment of the impact of these new standards and interpretations is set out below.

i) IAS 1, Presentation of Financial Statements, was amended to require an entity to group items presented in other comprehensive income into those that: (a) will not be reclassified subsequently to profit or loss and (b) will be reclassified subsequently to profit or loss. The amendment is applicable for annual periods beginning on or after July 1, 2012. This will change the Company's current presentation of items in other comprehensive income; however, it will not affect the measurement or recognition of such items.

ii) IFRS 7 Financial instruments: disclosures were further amended to provide guidelines on the eligibility criteria for offsetting assets and liabilities as a single net amount in the balance sheets. This amendment is effective for annual periods beginning on or after January 1, 2013 and is not expected to have a significant impact on the Company.

iii) IFRS 9, Financial Instruments, was issued in November 2009 and addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. IFRS 9 has an effective date of January 1, 2015, with early adoption permitted. The Company is currently assessing the impact of this standard on its consolidated financial statements.

iv) IFRS 10, Consolidated Financial Statements, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 defines the principle of control and describes the application of control to identify whether an investor controls an investee. IFRS 10 has an effective date of January 1, 2013, with early adoption permitted. This standard is not expected to have a significant impact on the Company's consolidated financial statements.

v) IFRS 12, Disclosure of Interests in Other Entities, establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard introduces additional disclosure that address the nature of, and risks associated with, an entity's interests in other entities. IFRS 12 has an effective date of January 1, 2013, with early adoption permitted. The Company is currently assessing the impact of this standard on its consolidated financial statements.

vi) IFRS 13, Fair Value Measurement, is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards. The new standard provides guidance on how to measure fair value under IFRS and enhances disclosure requirements for information about fair value measurements. IFRS 13 has an effective date of January 1, 2013, with early adoption permitted. The Company is currently assessing the impact of this standard on its consolidated financial statements.

## 2. Significant Accounting Policies (Continued)

### New Accounting Standards and Interpretations (Continued)

vii) IAS 32 Financial instruments: presentation was amended to address inconsistencies in current practice when applying the offsetting criteria in IAS 32. Under this amendment, the meaning of "currently has a legally enforceable right of set-off" was clarified as well as providing clarification that some gross settlement systems may be considered equivalent to net settlement. This amendment is effective for annual periods beginning on or after January 1, 2014 and is not expected to have a significant impact on the Company.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

## 3. Capital Management

The Company manages its capital with the following objectives:

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

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

The Company considers its capital to be equity, comprising share capital, accumulated other comprehensive income, and deficit, which at December 31, 2012 totaled $19,587,830 (December 20, 2012 - $19,653,900). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the period ended December 31, 2012. The Company is not subject to externally imposed capital requirements.

## 4. Property and Financial Risk Factors

### (a) Property Risk

The Company's significant mineral property is the Vetas project (the "Project"). Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon the Project. If no additional mineral properties are acquired by the Company, any adverse development affecting the Project would have a material adverse effect on the Company's financial condition and results of operations.

### (b) Financial Risk

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

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

**4. Property and Financial Risk Factors (Continued)**

**(b) Financial Risk (Continued)**

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consists of cash at banks and on hand. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due, or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2012, the Company had a cash balance of $17,427,613 (December 20, 2012 - $18,000,000) to settle current liabilities of $104,799 (December 20, 2012 - $nil). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risks

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(i) Interest Rate Risk

The Company has cash balances and no interest-bearing debt. The Company regularly monitors its cash management policy. As a result, Galway Gold is not subject to significant interest rate risk.

(ii) Foreign Exchange Risk

The Company's functional currency is the United States dollar and it transacts major purchases in United States dollars, Colombian Pesos, and Canadian dollars. To fund exploration expenses, it maintains United States dollar, Colombian Pesp and Canadian dollar bank accounts denominated bank accounts containing sufficient funds to support monthly forcasted cash outflows. Management believes the foreign exchange risk derived from currency conversions is minimal, and therefore does not hedge its foreign exchange risk.

**4. Property and Financial Risk Factors (Continued)**

(iii) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Sensitivity Analysis**

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible for the period ended December 31, 2012:

(i) Cash is subject to floating interest rates. Sensitivity to a plus or minus one percentage point change in interest rates would not have a material impact on the reported net loss for the period ended December 31, 2012.

(ii) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, prepaids and deposits and accounts payable denominated in Canadian dollars. Sensitivity to a plus or minus one percentage point change in interest rates would not have a material impact on the reported net loss for the period ended December 31, 2012.

(iii) Commodity price risk could adversely affect the Company. In particular, the Company’s future profitability and viability of development depends upon the world market price of precious and base metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of these metals may be produced in the future, a profitable market will exist for them.

As of December 31, 2012, the Company was not a producing entity. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

**(Expressed in United States Dollars)**

## 5. Resource Property Costs

Cumulative acquisition costs:

| | Vetas Project |
|---|---|
| Balance, December 20, 2012 | $ 1,653,900 |
| Additions | 591,753 |
| **Balance, December 31, 2012** | **$ 2,245,653** |

As part of the Arrangement, the Company acquired a 100% interest in the Vetas Gold Project and assumed the contracts to secure land packages in the Vetas-Surata gold region in the state of Santander, Colombia as described below. Galway Gold will be committed to continue the payment obligations under these agreements. The outstanding payment obligations under the original agreements are as follows:

- payment of $75,000 and issuance of 250,000 Galway common shares on January 20, 2013;
- payment of $100,000 on January 20, 2014; and
- issuance of 300,000 Galway common shares on October 20, 2014;

Galway Gold will also have the option to earn 100% of the project by paying 1.5% of the gold value of measured and indicated gold resources. The contracts cover 541 hectares and the property will not be encumbered by royalty commitments.

## 6. Share Capital

| | |
|---|---|
| Authorized: | Unlimited number of common shares<br>Unlimited number of preferred shares issuable in series, the terms of which may be fixed by the Board of Directors before the issuance thereof |

Common shares issued:

| | Number of Shares | Amount |
|---|---|---|
| **Balance, December 20, 2012 and December 31, 2012** | 166,261,932 | $ 19,653,900 |

## 7. Administrative Expenses

| **For the Period December 20, 2012 to December 31, 2012** | |
|---|---|
| Professional fees | **$ 34,836** |
| Public company costs | **2,692** |
| Salaries and benefits | **14,070** |
| Office and general | **15,126** |
| Insurance | **583** |
| Total | **$ 67,307** |

**(Expressed in United States Dollars)**

## 8. Related Party Transactions

Remuneration of directors and officers included in administrative expenses are as follows:

| **For the Period December 20, 2012 to December 31, 2012** | | |
|---|---|---|
| Remuneration paid for CEO and CFO services | **$** | **18,604** |

During the period from December 20, 2012 to December 31, 2012, the Company accrued or paid $9,500 for accounting and CFO services to an organization where the Company's CFO is a member of senior management . Included in accounts payable as at December 31, 2012, is $7,500 owed in relation to these services.

The above transactions, occurring in the normal course of operations, are measured at the amount of consideration established and agreed to by the related parties.

## 9. Income Taxes

The 2012 statutory tax rate is 26.5%. The reconciliation of the combined Canadian federal and provincial statutory income tax rate on the net loss for the period ended December 31, 2012 is as follows:

| | | |
|---|---|---|
| Loss before recovery of income taxes | $ | (65,741) |
| Expected income tax recovery | $ | (17,400) |
| Tax rate changes and other adjustments | | (50) |
| Change in tax benefits not recognized | | 17,450 |
| Income tax expense reflected in the consolidated statements of loss and comprehensive loss | $ | - |

### Unrecognized Deferred Tax Assets

Deferred income taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred income tax assets have not been recognized with respect to the following deductible temporary differences:

| **Deferred Income Tax Assets** | | |
|---|---|---|
| Non-capital losses carried forward - Canada | $ | 62,630 |
| Non-capital losses carried forward - Colombia | | 804 |

The Canadian non-capital loss carryforwards expire in 2032. The Colombian losses carryforward indefinately. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit wil be available against which the group can utilize the benefits therefrom.

## 10. Segment Reporting

The Company's only operating segment is the acquisition, exploration and development of mineral resource properties in the Colombia. The Company's non-current assets are all located in Colombia.