

NV GOLD CORPORATION
CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED AUGUST 31, 2015 and 2014
(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
NV Gold Corporation

We have audited the accompanying consolidated financial statements of NV Gold Corporation, which comprise the consolidated statements of financial position as at August 31, 2015 and 2014 and the consolidated statements of comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended, and 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, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits 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 auditors' 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 auditors consider 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.



Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of NV Gold Corporation as at August 31, 2015 and 2014 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 2 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about the ability of NV Gold Corporation ability to continue as a going concern.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

December 22, 2015

NV GOLD CORPORATION
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT AUGUST 31

	2015	2014
ASSETS		
Current		
Cash	\$ 28,695	\$ 470,016
Accounts receivable	8,533	1,539
Prepaid expenses	<u>1,093</u>	<u>28,620</u>
	38,321	500,175
Reclamation bonds (Note 5)	48,545	106,277
Exploration advances	-	14,352
Exploration and evaluation assets (Note 6)	<u>625,065</u>	<u>2,572,997</u>
	<u>\$ 711,931</u>	<u>\$ 3,193,801</u>

LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)

Current		
Accounts payable and accrued liabilities (Note 7)	\$ 8,717	\$ 172,624
Due to related parties (Note 9)	<u>767,217</u>	<u>315,667</u>
	<u>775,934</u>	<u>488,291</u>
Shareholders' equity (deficiency)		
Share capital (Note 8)	6,094,177	5,859,847
Share-based payments reserve (Note 8)	1,031,185	622,942
Deficit	<u>(7,189,365)</u>	<u>(3,777,279)</u>
	<u>(64,003)</u>	<u>2,705,510</u>
	<u>\$ 711,931</u>	<u>\$ 3,193,801</u>

Nature of operations (Note 1)

Basis of presentation (Note 2)

Events subsequent to the reporting period (Note 15)

Approved on behalf of the Board
on December 22, 2015

"John E. Watson"

Director

"Wayne Yang"

Director

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

NV GOLD CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
YEARS ENDED AUGUST 31

	2015	2014
EXPENSES		
Advertising and promotion	\$ 30,002	\$ 21,305
Bank charges and interest	2,067	2,016
Consulting	131,474	93,478
Office and general	15,330	32,205
Professional fees	91,312	112,506
Property investigation	1,391	17,878
Registration and filing	11,386	14,555
Shareholder costs	6,981	6,580
Share-based compensation (Note 8)	212,584	42,047
Transfer agent	5,058	4,514
Travel and related	45,159	45,280
Recovery of costs	<u>(1,383)</u>	<u>(3,495)</u>
Loss before other items	<u>(551,361)</u>	<u>(388,869)</u>
OTHER ITEMS		
Foreign exchange loss	(55,821)	(21,909)
Interest income	55	135
Write-down of exploration and evaluation assets (Note 6)	<u>(2,804,959)</u>	<u>-</u>
	<u>(2,860,725)</u>	<u>(21,774)</u>
Loss and comprehensive loss for the year	<u>\$ (3,412,086)</u>	<u>\$ (410,643)</u>
Basic and diluted loss per common share	<u>\$ (0.07)</u>	<u>\$ (0.01)</u>
Weighted average number of shares outstanding	<u>50,127,666</u>	<u>32,670,333</u>

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

NV GOLD CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

	Share Capital		Share-based Payments Reserve	Deficit	Total Shareholders' Equity (Deficiency)
	No. of Shares	Amount			
Balance, August 31, 2013	25,144,964	\$ 4,021,645	\$ 462,759	\$ (3,366,636)	\$ 1,117,768
Private placement	23,661,332	1,874,200	-	-	1,874,200
Warrants issued for mineral property	-	-	118,136	-	118,136
Share issue costs	-	(35,998)	-	-	(35,998)
Share issue costs	-	-	42,047	-	42,047
Loss for the year	-	-	-	(410,643)	(410,643)
Balance, August 31, 2014	48,806,296	\$ 5,859,847	\$ 622,942	\$ (3,777,279)	\$ 2,705,510
Exercise of warrants	1,200,000	140,968	(20,968)	-	120,000
Shares issued for mineral property	700,000	101,500	-	-	101,500
Warrants issued for mineral property	-	-	205,765	-	205,765
Extension of warrants	-	-	10,862	-	10,862
Share issue costs	-	(8,138)	-	-	(8,138)
Share-based compensation	-	-	212,584	-	212,584
Loss for the year	-	-	-	(3,412,086)	(3,412,086)
Balance, August 31, 2015	50,706,296	\$ 6,094,177	\$ 1,031,185	\$ (7,189,365)	\$ (64,003)

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

NV GOLD CORPORATION
COSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
YEARS ENDED AUGUST 31

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	\$ (3,412,086)	\$ (410,643)
Items not affecting cash		
Foreign exchange on reclamation bond	(15,880)	(1,981)
Share-based compensation	212,584	42,047
Write-down of exploration and evaluation assets	2,804,959	-
Change in non-cash working capital items:		
Increase in accounts receivable	(6,994)	(1,278)
(Increase) decrease in prepaid expenses	27,527	(28,620)
Increase in accounts payable and accrued liabilities and due to related parties	<u>211,351</u>	<u>174,239</u>
Net cash provided by (used in) operating activities	<u>(178,539)</u>	<u>(226,236)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
(Acquisition) refund of reclamation bonds	73,612	(70,448)
Mineral property acquisition	(262,615)	(766,157)
Exploration and evaluation assets	(415,907)	(363,690)
Exploration advances	<u>-</u>	<u>(14,352)</u>
Net cash used in investing activities	<u>(604,910)</u>	<u>(1,214,647)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital	120,000	1,874,200
Share issue costs paid	(8,138)	(35,998)
Funds loaned from related parties	<u>230,266</u>	<u>-</u>
Net cash provided by financing activities	<u>342,128</u>	<u>1,838,202</u>
Change in cash during the year	(441,321)	397,319
Cash, beginning of year	<u>470,016</u>	<u>72,697</u>
Cash, end of year	<u>\$ 28,695</u>	<u>\$ 470,016</u>

Supplemental disclosures with respect to cash flows (Note 12)

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

NV GOLD CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
AUGUST 31, 2015

1. NATURE OF OPERATIONS

The Company was incorporated under the laws of the province of British Columbia on May 23, 2007. The Company is engaged in the identification, acquisition and exploration of mineral properties. The Company began trading on the TSX Venture Exchange (“TSX-V”) on November 26, 2009 under the trading symbol NVX.

The address of the Company’s corporate office is located at Suite 810 -609 Granville Street, Vancouver, British Columbia, Canada, V7Y 1G5. The registered office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

2. BASIS OF PREPARATION

a) Statement of Compliance

The financial statements of the Company for the year ending August 31, 2015 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

b) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries.

c) Going Concern of Operations

The Company has not generated revenue from operations. The Company incurred a net loss of \$3,412,086 during the year ended August 31, 2015 and, as of that date the Company’s deficit was \$7,189,365. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

	August 31, 2015	August 31, 2014
Working capital (deficiency)	\$ (737,613)	\$ 11,884
Deficit	(7,189,365)	(3,777,279)

NV GOLD CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
AUGUST 31, 2015

3. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

These consolidated financial statements include the financial statements of the parent company, NV Gold Corporation, and its subsidiaries listed below:

	Jurisdiction	Nature of Operations	Equity Interest	
			2015	2014
NV Gold Corporation(USA) Inc. ("NV Gold USA")	Nevada, USA	Exploration	100%	100%
SwissGold Exploration AG ("SwissGold")	Switzerland	Exploration	100%	100%

The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. 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. All inter-company balances and transactions have been eliminated upon consolidation.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

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

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Other financial liabilities: This category includes amounts due to related parties and accounts payable and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit or loss. The Company's accounts receivable are classified as loans and receivables. The Company's accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

Exploration and evaluation assets

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as material used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mine under construction". Mineral property assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

At the end of each reporting period, the Company's exploration and evaluation assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

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

Exploration and evaluation assets (cont'd...)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Reclamation bonds

Cash which is subject to contractual restrictions on use is classified separately as reclamation bonds.

Income taxes

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 recorded using the statement of financial position 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; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 statement of financial position 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 is probable that a future tax asset will be recovered, it does not recognize the asset.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share-based payment transactions

Where equity-settled share options are awarded to employees, the fair value of the options is measured on the date of grant using the Black-Scholes option pricing model and is charged to the statement of comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss over the remaining vesting period.

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

Share-based payment transactions (cont'd...)

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of the Black-Scholes option pricing model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in share-based payments reserve until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payments reserve is credited to share capital along with any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Provisions

Rehabilitation provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability-specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period which they occur. The Company had no rehabilitation obligations as at August 31, 2015 and August 31, 2014.

Other provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within tangible fixed assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

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

Earning/Loss per share

Basic earnings / loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings per share is determined by adjusting the earnings or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options and common share purchase warrants, as if their dilutive effect was at the beginning of the period. The calculation of the diluted number of common shares assumes that proceeds received from the exercise of “in-the-money” stock options and common share purchase warrants are used to purchase common shares of the Company at their average market price for the period.

In periods that the Company reports a net loss, per share amounts are not presented on a diluted basis as the result would be anti-dilutive.

Foreign currencies

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

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

New Standards Not Yet Adopted

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the company.

IFRS 7, “Financial Instruments – Disclosure”, has been amended to require additional disclosures on transition from IAS 39 to IFRS, effective for the Company on or after January 1, 2015.

IFRS 9, “Financial Instruments”, is part of the IASB’s wider project to replace IAS 39, “Financial Instruments: Recognition and Measurement”. IFRS 9 retains but simplifies the mixed measurement model and established two primary measurement categories for financial assets; amortized cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. The standard is effective for the Company on or after January 1, 2018. The Company will continue to evaluate and monitor the developments of this new standard.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, 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:

a) Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

b) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

c) Share-based compensation

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are discussed in Note 8.

NV GOLD CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
AUGUST 31, 2015

5. RECLAMATION BONDS

The Company's refundable reclamation bonds are comprised of the following:

	August 31, 2015	August 31, 2014
Afgan-Kobeh property	\$ 24,731	\$ 20,438
Fisher Canyon property	-	4,514
Roberts Gold property	-	9,998
Rattlesnake Hills project	<u>23,814</u>	<u>71,327</u>
Total	\$ 48,545	\$ 106,277

6. EXPLORATION AND EVALUATION ASSETS

The following exploration and evaluation assets expenditures were incurred on the Company's mineral properties.

For the year ended August 31, 2015	Rattlesnake Hills Project	Swiss Permits	Afgan- Kobeh Property	Total
Acquisition costs				
Balance, August 31, 2014	\$ 884,293	\$ 1	\$ 415,234	\$ 1,299,528
Additions	<u>569,880</u>	<u>-</u>	<u>-</u>	<u>569,880</u>
Total acquisition cost, August 31, 2015	<u>1,454,173</u>	<u>1</u>	<u>415,234</u>	<u>1,869,408</u>
Exploration costs				
Balance, August 31, 2014	<u>494,889</u>	<u>-</u>	<u>778,580</u>	<u>1,273,469</u>
Additions:				
Assays	28,421	-	-	28,421
Claim filing and registration	1,643	23,429	22,589	47,661
Field office expenses	41,881	-	-	41,881
Geological consulting	75,322	8,086	5,173	88,581
Land management	3,978	-	2,474	6,452
Maps and database management	5,450	-	51	5,501
Materials and supplies	2,408	32	60	2,500
Meals and lodging	991	-	-	991
Sample storage	359	1,452	-	1,811
Site access and preparation	47,703	-	1,512	49,215
Travel and transport	<u>14,085</u>	<u>-</u>	<u>48</u>	<u>14,133</u>
	<u>222,241</u>	<u>32,999</u>	<u>31,907</u>	<u>287,147</u>
Total exploration costs, August 31, 2015	<u>717,130</u>	<u>32,999</u>	<u>810,487</u>	<u>1,560,616</u>
Less: write-off of exploration and evaluation assets	<u>(2,171,303)</u>	<u>-</u>	<u>(633,656)</u>	<u>(2,804,959)</u>
Total exploration and evaluation assets, August 31, 2015	\$ -	\$ 33,000	\$ 592,065	\$ 625,065

NV GOLD CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
AUGUST 31, 2015

6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

For the year ended August 31, 2014	Rattlesnake Hills Project	Swiss Permits	Afgan- Kobeh Property	Total
Acquisition costs				
Balance, August 31, 2013	\$ -	\$ 1	\$ 415,234	\$ 415,235
Additions	<u>884,293</u>	<u>-</u>	<u>-</u>	<u>884,293</u>
Total acquisition cost, August 31, 2014	<u>884,293</u>	<u>1</u>	<u>415,234</u>	<u>1,299,528</u>
Exploration costs				
Balance, August 31, 2013	<u>-</u>	<u>-</u>	<u>756,845</u>	<u>756,845</u>
Additions:				
Assays	54,585	-	-	54,585
Claim filing and registration	134,189	-	20,288	154,477
Drilling	103,094	-	-	103,094
Field office expenses	36,452	-	-	36,452
Geological consulting	81,024	-	-	81,024
Land management	31,351	-	855	32,206
Maps and database management	9,699	-	252	9,951
Materials and supplies	13,056	-	-	13,056
Meals and lodging	3,130	-	84	3,214
Sample storage	652	-	-	652
Site access and preparation	16,522	-	-	16,522
Travel and transport	<u>11,135</u>	<u>-</u>	<u>256</u>	<u>11,391</u>
	<u>494,889</u>	<u>-</u>	<u>21,735</u>	<u>516,624</u>
Total exploration costs, August 31, 2014	<u>494,889</u>	<u>-</u>	<u>778,580</u>	<u>1,273,469</u>
Total exploration and evaluation assets, August 31, 2014	<u>\$ 1,379,182</u>	<u>\$ 1</u>	<u>\$ 1,193,814</u>	<u>\$ 2,572,997</u>

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and to the best of its knowledge title to all of its properties is in good standing.

Rattlesnake Hills (Wyoming, USA)

On March 14, 2014, the Company entered into an option agreement (the "Agreement") with Evolving Gold Corp. ("EVG") under which the Company was granted an option to acquire a 100% interest in the Rattlesnake Hills Project ("Rattlesnake Hills" or the "Property"). Rattlesnake Hills is located in Natrona County, Wyoming, USA. The project land package is comprised of 644 lode mining claims covering approximately 5,235 hectares and Wyoming State leases covering an additional 533 hectares.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Rattlesnake Hills (Wyoming, USA) cont'd...

In order to exercise its option and acquire a 100% interest in Rattlesnake Hills, the Company must pay to EVG's subsidiary, Rattlesnake Mining (Wyoming) Company ("EVG US"), US\$3,500,000 and issue 3,000,000 common share purchase warrants of the Company ("Warrants") and 1,000,000 common shares of the Company ("Shares") in aggregate as follows:

- (i) on execution of the Agreement, the Company paid US\$100,000 as a non-refundable deposit (the "Deposit") and US\$300,000 (the "Down Payment") to EVG US' counsel for forwarding to EVG US;
- (ii) upon TSX-V acceptance, which was received on April 22, 2014, paid US\$100,000 and issued 1,000,000 Warrants, each such Warrant is exercisable to acquire one Share at \$0.10 per Share expiring April 22, 2017. The Warrants have been assigned a fair value of \$118,136 using the Black-Scholes option pricing model with a volatility of 151%, risk-free interest rate of 1.21%, an estimated useful life of 3 years and 0% annual dividend rate;
- (iii) paid US\$200,000 by August 1, 2014; and
- (iv) issued 1,000,000 Warrants, each such Warrant is exercisable to acquire one Share at \$0.10 per Share expiring September 15, 2016. The Warrants have been assigned a fair value of \$205,765 using the Black-Scholes option pricing model with a volatility of 168.69%, risk-free interest rate of 1.15%, an estimated useful life of 2 years and 0% annual dividend rate.

Effective September 24, 2014, the Company amended the final three option payments in the original Agreement dated March 14, 2014 as follows:

- a) amended the payment date of US\$800,000 from November 1, 2014 to February 1, 2015;
- b) amended the date of the first anniversary of TSX acceptance from April 22, 2015 to July 22, 2015; and
- c) amended the payment date of US\$1,000,000 and issuance of 1,000,000 common shares from March 14, 2016 to June 14, 2016.

The Company paid US\$75,000 and issued 200,000 common shares with a fair value of \$20,000 to EVG as consideration for acceptance of the above amendments to the original Agreement.

Effective February 2, 2015, the September 24, 2014 amendments were further amended as follows:

- a) amended the payment date of US\$800,000 from February 1, 2015 to pay US\$100,000 by February 2, 2015 (paid), pay US\$400,000 by February 16, 2015, and pay US\$300,000 by September 15, 2015;
- b) pay US\$500,000 and issue 1,000,000 common share purchase warrants by February 1, 2016;
- c) pay US\$500,000 by February 1, 2017; and
- d) pay US\$1,000,000 by February 1, 2018 and issue 1,000,000 common shares.

In consideration of EVG accepting the terms of the above amendments, the Company issued 500,000 common shares with a fair value of \$57,500 to EVG and extended the expiry date of previously issued 800,000 (1,000,000 were originally issued and 200,000 were exercised) warrants from April 22, 2017 to April 22, 2018. The expiry date on another issue of 1,000,000 warrants was also extended from September 15, 2016 to September 15, 2017. The Company recognized \$10,862 in share-based payment reserve as a result of the extensions using the Black-Scholes option pricing model updating volatility to 164.73% and extending the useful life by 1 year.

6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Rattlesnake Hills (Wyoming, USA) cont'd...

Pursuant to the February 2, 2015 amendments, the Company was unable to make the February 16, 2015 payment of US\$400,000. The Company paid US\$35,000 to EVG to extend the notice of default period to March 5, 2015.

A formal notice of termination of the option to purchase the Rattlesnake Hills Project was provided to EVG on March 6, 2015. As at August 31, 2015, the Company wrote-off \$2,171,303 in costs associated with the project and charged them to operations.

Swiss Permits (Switzerland)

The Company, through its Swiss subsidiary, SwissGold, was issued a five year exploration permit ("Permit") for gold and precious metals that covers an area of approximately 224km² within the Communes of Medel/Lucmagn, Disentis/Muster and Sumvitg in Canton Graubunden, southeastern Switzerland. The Permit is governed by the terms of an amended mining law that has been approved by the residents of the Communes. The Permit is renewable for two additional 5-year terms. Under the terms of the Permit, the Company must:

- a) pay an initial fee of Swiss Francs 4,500 (paid);
- b) pay an annual fee of Swiss Francs 4,500 (paid);
- c) incur exploration expenditures of Swiss Francs 120,000 before the end on 2015; and
- d) incur exploration expenditures of Swiss Francs 100,000 annually thereafter during the first term of the permit to maintain the Permit in good standing.

Excess expenditures may be carried forward to meet expenditure requirements in future years. Also, the Communes can issue a mining concession to the Company subject to: (i) completion of a satisfactory feasibility study; (ii) completion of an environmental impact study; and (iii) consent from each of the three municipal bodies in the Communes.

Subsequent to the year ended August 31, 2015, the Company entered into an agreement whereby it would sell the common shares of SwissGold to the President and CEO of the Company for US\$50,000. This agreement was subsequently terminated upon acceptance by the Company of a superior offer for the acquisition of Afgan-Kobeh Property.

Afgan-Kobeh Property (Nevada, USA)

The Company has a 100% interest in the Afgan-Kobeh project located in Eureka County, Nevada. The Company acquired its interest in the project during fiscal 2012 by completing the terms of an option agreement entered into with Gold Standard Royalty (Nevada) Inc., ("Gold Standard") during fiscal 2010. Under the terms of the agreement, the Company paid US\$200,000 in cash and issued 600,000 common shares at a fair value of \$150,000 and 600,000 share purchase warrants at an exercise price of \$0.40 per share expiring June 14, 2012 (expired) with a fair value of \$62,374 using the Black-Scholes option pricing method with a volatility of 100%, risk-free interest rate of 1.81%, an estimated useful life of 2 years and 0% annual dividend rate. The property is subject to a 1% NSR.

As at August 31, 2015, the Company wrote-down the Afgan-Kobeh Property by \$633,656 to a carrying value of \$592,065 (US\$450,000).

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6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Afgan-Kobeh Property (Nevada, USA) (cont'd...)

Subsequent to the year ended August 31, 2015, the Company entered into an agreement whereby it would sell the Afgan-Kobeh Property to the President and CEO of the Company for US\$304,626. The Company would use the proceeds of the sale to repay debts owed to the President and CEO of the Company. This agreement was subsequently terminated upon acceptance by the Company of a superior offer for the acquisition of Afgan-Kobeh Property.

Subsequent to the year ended August 31, 2015, the Company entered into an agreement whereby it will sell the Afgan-Kobeh Property to McEwen Mining Inc. for US\$450,000.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are comprised of the following:

	August 31, 2015	August 31, 2014
Accrued liabilities	\$ 7,500	\$ 15,000
Trade payables	<u>1,217</u>	<u>157,624</u>
Total	<u>\$ 8,717</u>	<u>\$ 172,624</u>

8. SHAREHOLDERS' EQUITY (DEFICIENCY)

Authorized:

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

During the year ended August 31, 2015, the Company issued:

- i) 1,200,000 common shares for proceeds of \$120,000 from the exercise of warrants.
- ii) 700,000 common shares to EVG as consideration for acceptance of the amendments to original Rattlesnake Hills Property Agreement (Note 6).

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8. SHAREHOLDERS' EQUITY (DEFICIENCY) (cont'd...)

During the year ended August 31, 2014, the Company issued:

- i) 2,221,000 units at \$0.05 per unit for gross proceeds of \$111,050 from a private placement. Each unit consists of one common share of the Company and one-half of one warrant exercisable at \$0.10 until October 3, 2015.
- ii) 11,179,000 special warrants at \$0.05 per special warrant for gross proceeds of \$558,950. Each special warrant was automatically converted into a special warrant unit for no additional consideration upon TSX-V acceptance of the Rattlesnake Hills option agreement (Note 6). Each special warrant unit consists of one common share and one-half of one warrant exercisable at \$0.10 until October 3, 2015.
- iii) 6,700,000 units at \$0.10 per unit for gross proceeds of \$670,000 from a private placement. Each unit consists of one common share and one-half of one warrant exercisable at \$0.20 until April 28, 2017. The expiry date of each warrant is subject to acceleration such that, should the volume weighted average of the common shares of the Company exceed \$0.30 for twenty consecutive trading days, the Company may notify the holder in writing that the warrants will expire 20 days from receipt of such notice unless exercised by the holder before such date.
- iv) 2,684,666 units at \$0.15 per unit for gross proceeds of \$402,700 from a private placement. Each unit consists of one common share and one-half of one warrant exercisable at \$0.25 until January 24, 2016. The units and any shares issued on the exercise of the warrants are subject to a hold period expiring on November 25, 2014.
- v) 876,666 units at \$0.15 per unit for gross proceeds of \$131,500 from a private placement. Each unit consists of one common share and one-half of one warrant exercisable at \$0.25 until February 20, 2016. The units and any shares issued on the exercise of the warrants are subject to a hold period expiring on December 21, 2014.

Stock options

The Company adopted a stock option plan under which it is authorized to grant options to officers, directors, employees and consultants enabling them to acquire common shares of the Company. The number of shares reserved for issuance under the plan shall not exceed 10% of the issued and outstanding common shares. The options can be granted for a maximum of 5 years and vest as determined by the board of directors. The exercise price of each option may not be less than the fair market value of the common shares.

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8. SHAREHOLDERS' EQUITY (DEFICIENCY) (cont'd...)

Stock options (cont'd...)

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

	Number of Options	Weighted Average Exercise Price
Outstanding, August 31, 2013	1,690,000	\$ 0.30
Granted	1,220,000	0.07
Expired/cancelled	<u>(240,000)</u>	0.20
Outstanding, August 31, 2014	2,670,000	0.20
Granted	1,900,000	0.12
Expired	<u>(800,000)</u>	0.25
Outstanding, August 31, 2015	3,770,000	\$ 0.15
Exercisable, August 31, 2015	3,770,000	\$ 0.15

Stock options outstanding at August 31, 2015 are as follows:

Number Of Options	Exercise Price	Expiry Date
650,000	\$ 0.40	October 27, 2016
200,000	\$ 0.10	April 7, 2018
200,000	\$ 0.10	April 11, 2018
820,000	\$ 0.05	January 20, 2019
<u>1,900,000</u>	\$ 0.12	January 28, 2020
3,770,000		

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8. SHAREHOLDERS' EQUITY (DEFICIENCY) (cont'd...)

Warrants

Warrants transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, August 31, 2013	1,387,500	\$ 0.42
Granted	12,830,666	0.10
Expired/cancelled	<u>-</u>	-
Outstanding, August 31, 2014	14,218,166	0.15
Granted	1,000,000	0.10
Exercised	(1,200,000)	0.10
Expired/cancelled	<u>(387,500)</u>	0.39
Outstanding, August 31, 2015	13,630,666	\$ 0.14
Exercisable, August 31, 2015	13,630,666	\$ 0.14

Warrants outstanding at August 31, 2015 are as follows:

Number of Warrants	Exercise Price	Expiry Date
6,700,000 (A)	\$ 0.10	October 3, 2015
1,342,333	\$ 0.25	January 24, 2016
438,333	\$ 0.25	February 20, 2016
3,350,000 (B)	\$ 0.20	April 28, 2017
1,000,000 (C)	\$ 0.10	September 15, 2017
<u>800,000</u> (D)	\$ 0.10	April 22, 2018
13,630,666		

(A) Expired unexercised subsequent to the year-end.

(B) The warrants are subject to an accelerated exercise provision in the event the volume weighted average trading price exceeds \$0.30 for a period of 20 consecutive days.

(C) During the year ended August 31, 2015, the warrants were extended to September 15, 2017 from September 15, 2016.

(D) During the year ended August 31, 2015, the warrants were extended to April 22, 2018 from April 22, 2017.

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8. SHAREHOLDERS' EQUITY (DEFICIENCY) (cont'd...)

Share-based compensation

During the year ended August 31, 2015, the Company recognized \$212,584 (2014 - \$42,047) in share-based compensation on stock options that vested during the current year. The Company granted 1,900,000 (2014 - 1,220,000) stock options valued at \$0.11 (2014 - \$0.06). The fair value of share-based compensation was calculated using the Black-Scholes option-pricing model.

The following assumptions were used for the Black-Scholes valuation of stock options granted during the year:

	August 31, 2015	August 31, 2014
Risk-free interest rate	0.69%	1.42% ~ 1.67%
Expected life of options	5 years	4 ~ 5 years
Annualized volatility	145.35%	124.73% ~ 141.91%
Forfeiture rate	0.0%	0.0%
Dividend rate	0.0%	0.0%

9. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the year ended August 31, 2015:

- i) Paid or accrued \$101,636 (2014 - \$90,526) in consulting fees and \$2,809 (2014 - \$7,916) in office and general costs to a director of the Company.
- ii) Received \$230,266 (2014 - \$33,052) in loans and advances from a director of the Company. The loans are interest-free and have no specific terms of repayment.
- iii) Paid or accrued \$72,753 (2014 - \$102,481) in professional fees and share issue costs to companies controlled by officers of the Company.
- iv) Paid or accrued \$Nil (2014 - \$11,329) as property investigation costs to a company controlled by a director of the Company.

Included in due to related parties as of August 31, 2015 is \$767,217 (2014 - \$315,667) due to directors and companies controlled by officers.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

During the year ended August 31, 2015, 1,900,000 (2014-820,000) stock options out of a total of 1,900,000 (2014 - 1,220,000) (Note 8) were granted to directors and officers. The fair value of \$204,660 (2014 - \$15,990) was recorded as share-based compensation.

Other than disclosed above, there was no other compensation paid to key management during the years ended August 31, 2015 and 2014.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2– 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at August 31, 2015, the Company's financial instruments are comprised of cash, accounts receivable, accounts payable and accrued liabilities and due to related parties. Cash is carried at fair value using a level 1 fair value measurement. The carrying value of accounts receivable, accounts payable and accrued liabilities and due to related parties approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Financial risk factors

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that the credit risk concentration with respect to financial instruments included in cash is remote. The Company's receivables consist of GST recoverable from the Canadian Government.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at August 31, 2015, the Company had a cash balance of \$28,695 to settle current liabilities of \$775,934. All of the Company's financial liabilities are subject to normal trade terms.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial risk factors (cont'd...)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, and commodity and equity prices. These fluctuations may be significant and the Company, as all other companies in its industry, has exposure to these risks.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to maintain cash in its banking institutions and does not believe interest rate risk to be significant.

(b) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to 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. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

(c) Foreign currency risk

The Company has two foreign subsidiaries whose operations are in the United States and Switzerland respectively, which exposes the Company to foreign exchange risk. The Company is subject to currency risk due to the fluctuations of exchange rates between the Canadian dollar, United States dollar and the Swiss Franc. The Company does not enter into derivative financial instruments to mitigate foreign exchange risk.

11. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital.

The Company is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new sources of financing available and to manage its expenditures to reflect current financial resources in the interest of sustaining long term viability.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions during the year ended August 31, 2015 included:

- a) exploration and evaluation assets of \$713 are accrued in accounts payable and accrued liabilities;
- b) the issuance of 700,000 common shares valued at \$101,500 for amendments to the Rattlesnake Hills Property Agreement.
- c) Issuance of 1,000,000 warrants valued at \$205,765 for the acquisition of the Rattlesnake Hills Property.
- d) The allocation of \$20,968 from the exercise of 200,000 warrants during the year to share capital from share based payment reserve.
- e) Extended 200,000 warrants previously granted to EVG on the Rattlesnake Hills Property resulting in additional acquisition costs of \$10,862.

Significant non-cash transactions during the year ended August 31, 2014 included:

- a) exploration and evaluation assets of \$154,687 are accrued in accounts payable and accrued liabilities;
- b) the issuance of 1,000,000 common shares valued \$118,136 for the acquisition of the Rattlesnake Hills Property.

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13. SEGMENTED INFORMATION

The Company has one reportable operating segment, being the acquisition and exploration of mineral properties. The Company has mineral properties located geographically as follows:

Exploration and evaluation assets	August 31, 2015	August 31, 2014
United States of America	\$ 592,065	\$ 2,572,996
Switzerland	33,000	1
Total	\$ 625,065	\$ 2,572,997

Reclamation bonds of \$48,545 (2014 - \$106,277) were held entirely in the United States of America.

14. INCOME TAXES

A reconciliation of income taxes at statutory rates is as follows:

	2015	2014
Income (loss) for the period before income tax	\$ (3,412,086)	\$ (410,643)
Expected income tax (recovery)	\$ (887,000)	\$ (107,000)
Change in statutory, foreign tax, foreign exchange rates and other	(566,000)	3,000
Permanent difference	55,000	11,000
Share issue cost	(2,000)	(9,000)
Change in unrecognized deductible temporary differences	1,400,000	102,000
Total income tax (recovery)	\$ -	\$ -

Significant components of deductible and taxable differences and unused tax losses that have not been included in the statement of financial position are as follows:

	2015	2014	Expiry Dates
Exploration and evaluation assets	\$ 5,514,000	\$ 1,530,000	No expiry date
Canadian eligible capital (CEC)	1,000	-	No expiry date
Share issue costs	33,000	53,000	2034 – 2039
Non-capital losses	3,145,000	2,612,000	2019 – 2035
Canada	2,760,000	2,321,000	2019 – 2035
USA	126,000	111,000	2029 – 2035
Switzerland	259,000	180,000	2021

15. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

Subsequent to the year ended August 31, 2015, the Company:

- a) Received US\$25,000 by issuing a promissory note payable at an interest rate of 5% per year. The principal balance and accrued interest is due on May 3, 2016. The promissory note was issued to the President and CEO of the Company.
- b) Through its subsidiary, NV Gold USA, entered into an Asset Purchase and Sale and Debt Repayment Agreement (the "Agreement") with the Company's President and CEO on November 27, 2015. Under the Agreement:
 - i) NV Gold USA will sell its Afgan-Kobeh Property to the President and CEO for US\$304,626, subject to a 1% NSR;
 - ii) the President and CEO will loan the Company US\$25,000 to fund costs associated with completion of the Agreement;
 - iii) the Company will sell the shares and debts of its wholly-owned Swiss subsidiary, SwissGold to the President and CEO for US\$50,000; and
 - iv) the Company will use all of the proceeds of such sales to repay debts owed to the President and CEO.

This agreement was terminated as a result of a superior proposal that was received by the Company. See below.

- c) The Company entered into an Asset Purchase and Sale Agreement (the "McEwen Agreement") with McEwen Mining Inc. ("McEwen"), to sell the Afgan-Kobeh Property to McEwen for US\$450,000. Since the transaction represents a sale of substantially all of the Company's undertaking, the transaction is subject to shareholder approval by special resolution and regulatory approval.

The terms of the McEwen Agreement are as follows:

- i) McEwen's obligations are subject to McEwen receiving, by December 21, 2015, an agreement (the "Support Agreement") from the Company's President and CEO and holder of 44.8% of its outstanding shares, under which the President and CEO agrees to vote his shares of the Company in favour of the special resolution to approve the transaction, which has been received by McEwen;
- ii) McEwen's obligations are subject to McEwen being satisfied, by December 21, 2015, with its title investigation in respect of the Afgan-Kobeh Property, and McEwen has advised that it is satisfied;
- iii) the Company will retain its reclamation bond and remain responsible for completing the reclamation of the Afgan-Kobeh Property required by that bond, but McEwen will be responsible for all other reclamation in respect of the Afgan-Kobeh Property; and
- iv) the Company has agreed to hold a shareholders meeting to approve the special resolution to approve the transaction on or before February 1, 2016.

A Special Committee of non-conflicted directors was formed to consider the Agreement (item b above) and also considered the terms of the McEwen Agreement on behalf of the Company and determined it constituted a superior proposal and that the Company should enter into the McEwen Agreement and terminate the agreement with the President and CEO. McEwen is entirely at arm's length to the Company and the President and CEO. The Company has terminated the agreement with the President and CEO entered into on November 27, 2015. A portion of the proceeds from the sale of the Afgan-Kobeh Property will be used to reimburse cash advances of US\$329,626 due to the President and CEO. The remaining balance of the proceeds will be used for general working capital purposes.