



**CASTLE PEAK MINING LTD.
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)**

**For the nine months ended
September 30, 2015**

NOTICE TO READER

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

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

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

CASTLE PEAK MINING LTD.
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September 30, 2015
(Expressed in Canadian Dollars)

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CASTLE PEAK MINING LTD.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

(unaudited)

AS AT

	September 30, 2015	December 31, 2014
ASSETS		
Current assets		
Cash and cash equivalents	\$ 108,592	\$ 390,872
Receivables	8,826	28,161
Prepaid expenses	3,504	15,657
	120,922	434,690
Non-current assets		
Deposits (Note 4)	9,173	9,173
Equipment (Note 5)	16,921	26,442
Exploration and evaluation assets (Note 6)	18,953,534	16,855,847
	\$ 19,100,550	\$ 17,326,152
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	\$ 195,021	\$ 450,000
Loans due to related parties (Note 8)	117,934	117,934
	312,955	567,934
Equity		
Capital stock (Note 9)	17,133,602	17,133,602
Other equity reserve (Note 9)	4,001,075	4,001,075
Non-controlling interest	(7,225)	(7,225)
Accumulated other comprehensive income	4,380,745	2,086,694
Deficit	(6,720,602)	(6,455,928)
	18,787,595	16,758,218
	\$ 19,100,550	\$ 17,326,152

Nature of operations (Note 1)**Basis of presentation and going concern (Note 2)****Contractual obligations (Note 14)****Approved on November 17, 2015 on behalf of the Board of Directors:***"Brian Lock"*

Brian Lock, Chairman of the Board of Directors

"Jurgen Eijgendaal"

Jurgen Eijgendaal, Director

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

CASTLE PEAK MINING LTD.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**

(Expressed in Canadian Dollars)

(unaudited)

	Three months ended September 30, 2015	Three months ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
EXPENSES				
Consulting fees (Note 8)	\$ -	\$ 1,000	\$ -	\$ 1,000
Depreciation (Note 5)	2,276	2,277	6,831	6,832
Investor relations	120	4,420	1,078	10,137
Office and administrative	4,747	17,878	16,570	47,770
Professional fees	-	15,437	19,802	48,081
Rent and occupancy costs	4,206	17,740	12,234	61,733
Salaries and benefits	54,418	76,631	177,612	231,420
Share-based compensation (Notes 8 and 9)	-	-	-	6,461
Transfer agent, filing and regulatory	8,928	1,138	22,190	9,871
Travel	149	1,144	6,937	11,363
	(74,844)	(137,665)	(263,254)	(434,668)
Finance income	-	-	-	695
Foreign exchange gain (loss)	-	(307)	(1,420)	(696)
Net loss for the period	(74,844)	(137,972)	(264,674)	(434,669)
Translation adjustment	1,164,309	699,265	2,294,051	732,228
Comprehensive gain for the period	\$ 1,089,465	\$ 561,293	\$ 2,029,377	\$ 297,559
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	116,096,693	116,096,693	116,096,693	116,096,693

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

CASTLE PEAK MINING LTD.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars)

(unaudited)

	Capital Stock		Other Equity Reserve (Note 9)	Non-controlling Interest	Deficit	Accumulated Other Comprehensive Income	Total Equity
	Number of Shares	Amount					
Balance, December 31, 2013	116,096,693	\$ 17,133,602	\$ 3,994,614	\$ (7,225)	\$ (5,920,083)	\$ 838,660	\$ 16,039,568
Share-based payments	-	-	6,461	-	-	-	6,461
Net loss for the period	-	-	-	-	(434,669)	-	(434,669)
Translation adjustment	-	-	-	-	-	732,228	732,228
Balance, September 30, 2014	116,096,693	\$ 17,133,602	\$ 4,001,075	\$ (7,225)	\$ (6,354,752)	\$ 1,570,888	\$ 16,343,588
Balance, December 31, 2014	116,096,693	\$ 17,133,602	\$ 4,001,075	\$ (7,225)	\$ (6,455,928)	\$ 2,086,694	\$ 16,758,218
Net loss for the period	-	-	-	-	(264,674)	-	(264,674)
Translation adjustment	-	-	-	-	-	2,294,051	2,294,051
Balance, September 30, 2015	116,096,693	\$ 17,133,602	\$ 4,001,075	\$ (7,225)	\$ (6,720,602)	\$ 4,380,745	\$ 18,787,595

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

CASTLE PEAK MINING LTD.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars)

(unaudited)

	Nine months ended September 30, 2015	Nine months ended September 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (264,674)	\$ (434,669)
Items not involving cash:		
Depreciation	6,831	6,832
Share-based payments	-	6,461
Changes in non-cash items:		
Receivables	19,361	2,904
Prepaid expenses	12,153	84,191
Accounts payable and accrued liabilities	(120,026)	73,334
Net cash used in operating activities	<u>(346,355)</u>	<u>(260,947)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from royalty agreement	575,000	-
Purchase of exploration and evaluation assets	<u>(477,247)</u>	<u>(595,448)</u>
Net cash provided by (used in) investing activities	<u>97,753</u>	<u>(595,448)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan	<u>-</u>	<u>99,934</u>
Net cash provided by financing activities	<u>-</u>	<u>99,934</u>
Effect of exchange rate on cash and cash equivalents	<u>(33,678)</u>	<u>(9,535)</u>
Decrease in cash and cash equivalents during the period	(282,280)	(765,996)
Cash and cash equivalents, beginning of the period	390,872	766,966
Cash and cash equivalents, end of the period	\$ 108,592	\$ 970
Cash and cash equivalents is comprised of:		
Cash	\$ 108,592	\$ 970
Short-term money market investments	<u>-</u>	<u>-</u>
	<u>\$ 108,592</u>	<u>\$ 970</u>

Supplemental disclosures with respect to cash flows (Note 10)

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

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

September 30, 2015

(unaudited)

1. NATURE OF OPERATIONS

Castle Peak Mining Ltd. (the "Company" or "Castle Peak") is in the business of exploration and evaluation of mineral properties in Ghana, Africa. Castle Peak, formerly Critical Capital Corporation ("Critical"), was incorporated under the laws of British Columbia on June 3, 2009, as a capital pool company. On March 4, 2011, the Company completed a qualifying transaction by acquiring Castle Peak Mining (2006) Ltd. (formerly Castle Peak Mining Ltd.) ("Castle Peak 2006"), a company incorporated on September 13, 2006 under the laws of British Columbia, Canada. The acquisition was accomplished through an exchange of shares which resulted in the former shareholders of Castle Peak 2006 obtaining control of the Company. This transaction constituted Critical's qualifying transaction in accordance with the policies of the TSX Venture Exchange ("TSX-V" or the "Exchange").

As a result of the share exchange, Castle Peak 2006 changed its name to Castle Peak Mining (2006) Ltd. and became Critical's wholly-owned subsidiary. Accordingly, the acquisition was considered a reverse takeover with Castle Peak 2006 being the acquirer of Critical, and the accompanying condensed interim consolidated financial statements are a continuation of the financial statements of Castle Peak 2006 while the capital structure is that of the Company. The Company commenced trading as Castle Peak Mining Ltd. on March 9, 2011 on the TSX-V, with the symbol CAP-V.

The address of the Company's corporate office and principal place of business is 310 - 1150 Kensal Pl, Coquitlam, British Columbia, Canada.

The condensed interim consolidated financial statements also include the accounts of Castle Peak 2006 and its subsidiaries: Canterbury Mining Company Limited ("Canterbury"), Windsor Mining Company Limited ("Windsor"), Oxford Mining Company Limited ("Oxford"), Thames Mining Company Limited ("Thames"), Great Yorkshire Mining Company Limited ("Great Yorkshire"), Kensington Mining Company Limited ("Kensington") and Castle Peak Mining Limited (Ghana) (all of which the Company owns 100% of the shares) and POW International Limited ("POW") of which the Company owns 83% of the shares. All of these subsidiaries are incorporated in Ghana (the "Ghana Subsidiaries").

2. BASIS OF PRESENTATION AND GOING CONCERN

Statement of compliance

The accompanying condensed interim consolidated financial statements, including comparatives have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretation Committee ("IFRIC"). They have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting.

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

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on November 17, 2015.

CASTLE PEAK MINING LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

September 30, 2015

(unaudited)

2. BASIS OF PRESENTATION AND GOING CONCERN (cont'd...)**Basis of measurement**

These condensed interim consolidated financial statements are presented in Canadian dollars except where otherwise noted.

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

Going concern of operations

The Company's condensed interim consolidated financial statements are prepared using IFRS applicable to a going concern, which contemplates the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated revenue from operations and will require additional financing or outside participation to undertake further exploration and subsequent development of its exploration and evaluation assets. Future operations of the Company are dependent on its ability to raise additional equity financing and the attainment of profitable operations. These conditions may raise doubt as to the Company's ability to continue as a going concern.

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

Critical accounting estimates, judgements and assumptions

The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the condensed interim consolidated financial statements and the reported amounts of expenses during the period. Actual results could differ from those estimates and such differences could be significant.

Critical judgments

The preparation of these condensed interim consolidated financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in this note, as well as the determination of functional currency. The functional currency is the currency of the primary economic environment in which an entity operates, and has been determined for each entity within the Company. The functional currency for the Company and Castle Peak 2006 has been determined to be the Canadian dollar, while the functional currency of the Ghana Subsidiaries has been determined to be the United States dollar.

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

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2. BASIS OF PRESENTATION AND GOING CONCERN (cont'd...)

Critical accounting estimates, judgements and assumptions (cont'd...)

Key sources of estimation uncertainty

Significant estimates made by management affecting the condensed interim consolidated financial statements include:

Share-based payments

Estimating fair value for granted stock options 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 option, volatility, dividend yield, and rate of forfeitures and making assumptions about them. The value of share-based payments expense for the period along with the assumptions and model used for estimating fair value for share-based payment transactions are disclosed in Note 9.

Deferred tax assets & liabilities

The estimation of income taxes and liabilities includes evaluating the recoverability of deferred tax assets and liabilities based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets or liabilities will not be realized. The ultimate realization of deferred tax assets and liabilities is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets and liabilities, and deferred income tax provisions or recoveries could be affected.

Recoverability of exploration & evaluation assets

The Company is in the process of exploring and evaluating its exploration and evaluation assets and has not yet determined whether the properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain necessary financing to complete the development of those mineral reserves, and upon future production or proceeds from the disposition thereof.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 3 to the audited consolidated financial statements for the year ended December 31, 2014, and have been consistently followed in the preparation of these condensed interim consolidated financial statements.

New standards adopted during the period

There were no new standards adopted during the nine month period ended September 30, 2015

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**New standards and interpretations not yet adopted**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2015. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015.
- IFRS 9: New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018.

4. DEPOSITS

As at September 30, 2015, the Company had \$9,173 (December 31, 2014 - \$9,173) included in deposits for rent security deposits on the Vancouver office premises.

5. EQUIPMENT

	Leasehold Improvements	Office Furniture & Equipment	Computer Hardware	Vehicles	Total
<u>Cost</u>					
Balance at December 31, 2013, December 31, 2014, and September 30, 2015	\$ 3,430	\$ 48,189	\$ 29,604	\$ 12,036	\$ 93,259
<u>Depreciation</u>					
Balance at December 31, 2013	\$ 3,432	\$ 20,929	\$ 18,546	\$ 9,112	\$ 52,019
Depreciation for the year	-	8,735	4,729	2,924	16,388
Balance at December 31, 2014	3,432	29,664	23,275	12,036	68,407
Depreciation for the period	-	7,060	3,547	-	10,607
Balance at September 30, 2015	\$ 3,432	\$ 36,724	\$ 26,822	\$ 12,036	\$ 79,014
Effect of foreign currency translation at December 31, 2014	\$ 2	\$ 1,588	\$ -	\$ -	\$ 1,590
Effect of foreign currency translation at September 30, 2015	\$ 2	\$ 2,674	\$ -	\$ -	\$ 2,676
<u>Carrying amounts</u>					
At December 31, 2014	\$ -	\$ 20,113	\$ 6,329	\$ -	\$ 26,442
At September 30, 2015	\$ -	\$ 14,139	\$ 2,782	\$ -	\$ 16,921

During the period ended September 30, 2015, depreciation of \$3,776 (September 30, 2014 - \$6,139) was capitalized to exploration and evaluation assets.

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

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(unaudited)

6. EXPLORATION AND EVALUATION ASSETS

As at September 30, 2015 and December 31, 2014, Castle Peak held nine adjoining prospecting licences in the southern Ashanti belt in Ghana together named the Akorade Project. The licenses are known as Nkwanta, Asuogya, Ayiem, Kedadwen, POW, Bonsaso, Dompem, Enyinase and Great Yorkshire.

Canterbury owns a 95% interest in the Nkwanta, Asuogya, Ayiem and Kedadwen licences with the vendor retaining a 5% free carried interest with no net smelter royalty ("NSR").

POW International, of which the Company owns 83% of the shares, owns a 100% interest in the POW prospecting license. Windsor owns a 90% interest in the Bonsaso prospecting license, subject to a 10% beneficial interest to the vendor, and a 100% interest in the Dompem prospecting license, subject to a 2.5% NSR to the vendor.

During the year ended December 31, 2013, the Company made the final two option payments of USD\$30,000 to each of the optionors for the Kedadwen and Ayiem licenses in connection with the Assignment Agreements signed during the year ended December 31, 2011. As at September 30, 2015, the Company has no further option payment obligations on these licenses.

Through a series of agreements with Satemkon Mining Ltd. ("Satemkon"), the Company has the option to acquire the Enyinase prospecting license for a total acquisition price of US\$550,000 (the "Acquisition Price") and a 2% NSR. Subject to certain conditions including the completion of satisfactory due diligence by the Company, payment terms are as follows: (i) On the signing date, May 31, 2011, US\$40,000 (paid); (ii) On or before May 17, 2012, US\$60,000 (paid), (iii) On or before November 30, 2013, US\$20,000 (paid); (iv) On or before December 31, 2013, US\$20,000 (paid); and (v) On or before February 28, 2014, US\$40,000 (paid). The balance of the Acquisition Price to complete the assignment may be paid by the Company upon completion of its review of the property and satisfactory due diligence.

In August 2014, the Company proposed to Satemkon to reduce the Acquisition Price balance of US\$370,000 to US\$120,000 payable as follows: (i) In October 2014, US\$60,000; (ii) In December 2014, US\$10,000; and (iii) In January 2015, US\$50,000. Additionally, the NSR was proposed to be reduced from 2% to 1.5%. In December 2014 a payment of US\$50,000 was made. Subsequent to this, in 2015, the Company proposed to Satemkon that any and all outstanding payments be waived on the receipt of two equal payments of US\$20,000, the first was paid in August 2015, and the second paid in September 2015.

In December 2014, the Company entered into a royalty agreement (the "Royalty Agreement") with a third party company pursuant to which Castle Peak will receive an aggregate amount of \$1,150,000 in exchange for a 1% net smelter returns royalty (the "Royalty") on the sale of minerals from the Akorade project in Ghana, excluding the Bonsaso license.

The Company received the proceeds for the grant of the Royalty on two instalments, 50% on signing of the Royalty Agreement in December 2014, with the remainder received in 2015 upon registration of the Royalty Agreement with the applicable entities in Ghana. \$74,844 of costs related to the transaction were capitalized to the property.

To keep its concessions in good standing, the Company is required to pay certain fees to the Minerals Commission of Ghana, including fees to renew or extend its prospecting and reconnaissance licenses, and to the Environmental Protection Agency ("EPA") of Ghana for processing and certificate fees with respect to EPA permits and forestry permits. These commitments are not considered significant on an annual basis. Under revised Mining Legislation minimum exploration expenditures are required to be expended on each licence based on the total number of cadastral units covered by the licence. These costs are currently considered to be significant and average approximately US\$53,000 per licence for Castle Peak's land holdings. These expenditures historically have been negotiable; and currently Castle Peak is seeking additional clarification as to carrying forward amounts in excess of the minimum expenditure as well as spreading minimum expenditure across adjacent or contiguous licences.

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

September 30, 2015

(unaudited)

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

Exploration and evaluation assets expenditures related to the Company's interests in the Akorade Project are as follows:

	Akorade Project	
Balance at December 31, 2013	\$	15,508,216
Additions for the year:		
Drilling and access		14,706
Field logistics		28,197
Exploration salaries and wages		114,307
Contract labour		50,448
Exploration management and consulting services		26,667
General and administrative		181,243
Land acquisition costs		102,305
Environmental, permitting and other		71,245
Proceeds from sale of royalty		(575,000)
Transaction costs from royalty agreement		74,844
Translation adjustment		1,258,669
		<u>1,347,631</u>
Balance at December 31, 2014	\$	16,855,847
Additions for the period:		
Drilling and access		30,623
Geochemistry		6,802
Field logistics		41,735
Exploration salaries and wages		86,308
Contract labour		41,755
General and administrative		68,226
Environmental, permitting and other		53,576
Environmental, permitting and other		43,641
Proceeds from sale of royalty		(575,000)
Translation adjustment		2,300,021
		<u>2,097,687</u>
Balance at September 30, 2015	\$	18,953,534

CASTLE PEAK MINING LTD.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
September 30, 2015
(unaudited)

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

	Akorade Project	
Cumulative Balance at September 30, 2015:		
Drilling and access	\$	4,095,209
Geophysics		931,897
Geochemistry		529,495
Field logistics		1,222,908
Exploration salaries and wages		1,704,484
Contract labour		635,434
Exploration management and consulting services		507,526
General and administrative		1,587,753
Land acquisition costs		4,087,678
Environmental, permitting and other		576,812
Proceeds from sale of royalty		(1,150,000)
Transaction costs from royalty agreement		74,844
Translation adjustment		4,149,494
Balance at September 30, 2015	\$	18,953,534

7. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the periods ended September 30, 2015 and 2014, the Company entered into the following transactions with related parties and key management personnel that are not disclosed elsewhere in the condensed interim consolidated financial statements:

	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Salaries and benefits paid to officers and senior management ⁽¹⁾	\$ 216,342	\$ 222,003
Share-based payments	-	6,461

⁽¹⁾ Remuneration attributed to key management personnel is recorded in salaries and benefits, and exploration and evaluation assets.

As at September 30, 2015, \$76,500 (December 31, 2014 - \$138,998) was owing to a director and officer of the Company and is included in accounts payable and accrued liabilities.

Amounts payable to related parties as included in accounts payable and accrued liabilities are non-interest bearing, unsecured, and have no fixed terms of repayment.

CASTLE PEAK MINING LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

September 30, 2015

(unaudited)

8. LOANS DUE TO RELATED PARTIES

As of September 30, 2015, \$117,934 (December 31, 2014 - \$117,934) was owing to three directors of the Company (the "Loans"). The Loans are unsecured and non-interest bearing with no set terms of repayment.

9. CAPITAL STOCK AND OTHER EQUITY RESERVE**Capital stock**

The Company is authorized to issue an unlimited number of common shares. As at September 30, 2015, the Company had 116,096,693 common shares outstanding.

During the period ended September 30, 2015, and the year ended December 31, 2014, the Company had no share transactions.

Share purchase warrants

The following is a summary of changes in Warrants from December 31, 2013 to September 30, 2015:

	<u>Weighted Average</u>	
	<u>Number of Warrants</u>	<u>Exercise Price</u>
Outstanding at December 31, 2013	43,058,822	\$0.11
Expired	(3,058,822)	\$0.25
Outstanding at December 31, 2014 and September 30, 2015	40,000,000	\$0.10

As at September 30, 2015, the Company had outstanding Warrants as follows:

<u>Outstanding</u>	<u>Remaining Life</u> <u>(years)</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
40,000,000	0.78	\$0.10	July 9, 2016

There were no warrants issued during the nine month periods ended September 30, 2015 and 2014 (December 31, 2013 – 40,000,000 with a fair value of \$601,710).

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

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(unaudited)

9. CAPITAL STOCK AND OTHER EQUITY RESERVE (cont'd...)**Share purchase warrants (cont'd...)**

The following weighted average assumptions were used for the Black-Scholes valuation of the Warrants granted to investors during the period:

	Nine months ended September 30, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Risk-free interest rate	-	-	1.25%
Expected life	-	-	3 years
Annualized volatility	-	-	92%
Dividend rate	-	-	0%

Stock optionsOption plan details

The Company has adopted a stock option plan (the "Plan") which provides that the Board of Directors of the Company may from time to time, at its discretion, and in accordance with the Exchange requirements, grant share options to directors, officers, employees and consultants of up to 10% of the issued and outstanding common shares of the Company. Stock options granted under the Plan will have a term not to exceed ten years, have an option price not less than the market price on the grant date, and will not be assignable or transferable by the optionee.

The Company's Board of Directors, subject to the policies of the Exchange, may determine and impose terms upon which each option shall become vested, provided that, if the Company's common shares are listed on the TSX-V, options granted to consultants performing investor relations activities must vest in stages over 12 months with no more than 25% of the options vesting in any three month period.

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

	Weighted Average	
	Number of Options	Exercise Price
Outstanding at December 31, 2013	5,317,500	\$0.26
Forfeited	(870,000)	\$0.24
Outstanding at December 31, 2014	4,447,500	\$0.26
Forfeited	(520,000)	\$0.27
Outstanding at September 30, 2015	3,927,500	\$0.26

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

September 30, 2015

(unaudited)

9. CAPITAL STOCK AND OTHER EQUITY RESERVE (cont'd...)**Stock options (cont'd...)**

As at September 30, 2015, the following stock options were outstanding and exercisable:

Number of Options Outstanding	Number of Options Exercisable	Remaining Life (years)	Exercise Price	Expiry Date
1,312,500	1,312,500	2.23	\$0.15	December 18, 2017
450,000	450,000	4.46	\$0.10	March 9, 2020
2,100,000	2,100,000	5.45	\$0.35	March 7, 2021
65,000	65,000	5.80	\$0.52	July 13, 2021
3,927,500	3,927,500			

The Company recognizes share-based payments expense for all stock options granted using the fair value based method of accounting. The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free rates, dividend yields, forfeiture rates, volatility factors, and expected life of the options. During the period ended September 30, 2015, the Company recognized share-based payments expense of \$Nil (September 30, 2014 - \$6,461) on options vesting during the period.

There were no stock options granted during the nine month period ended September 30, 2015 or during the year ended December 31, 2014.

Other equity reserve

The following is a summary of changes in other equity reserve:

	Gain from related party debt settlement	Options and agent's warrants	Warrants	Total
Balance at December 31, 2013	\$ 243,349	\$ 1,280,631	\$ 2,470,634	\$ 3,994,614
Share-based payments	-	6,461	-	6,461
Balance at September 30, 2014	\$ 243,349	\$ 1,287,092	\$ 2,470,634	\$ 4,001,075
Balances at December 31, 2014 and September 30, 2015	\$ 243,349	\$ 1,287,092	\$ 2,470,634	\$ 4,001,075

CASTLE PEAK MINING LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

September 30, 2015

(unaudited)

10. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Cash paid (received) during the period for interest	\$ -	\$ -
Cash paid (received) during the period for income taxes	\$ -	\$ -

The following were significant non-cash transactions affecting cash flows from investing, and financing activities during the nine month period ended September 30, 2015:

- US\$18,984 of exploration and evaluation assets were included in accounts payable at September 30, 2015 (December 31, 2014 – \$160,972).
- \$2,776 of depreciation was capitalized to exploration and evaluation assets.

The following were significant non-cash transactions affecting cash flows from operating, investing, and financing activities during the nine month period ended September 30, 2014:

- US\$59,465 of exploration and evaluation assets were included in accounts payable at September 30, 2014 (December 31, 2013 – US\$212,680).
- \$6,139 of depreciation was capitalized to exploration and evaluation assets.

11. SEGMENTED INFORMATION

The Company has one reportable operating segment, being the acquisition, exploration and evaluation of exploration and evaluation assets in Ghana.

Geographical information is as follows:

	September 30, 2015	December 31, 2014
Equipment		
Canada	\$ 12,598	\$ 19,428
Ghana	4,323	7,014
Total	\$ 16,921	\$ 26,442
Deposit		
Canada	\$ 9,173	\$ 9,173
Exploration and evaluation assets		
Ghana	\$ 18,953,534	\$ 16,855,847

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12. 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, exploration and evaluation of its exploration and evaluation assets. 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 considers components of equity in the management of capital.

The properties in which the Company currently has an interest are 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 properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

13. FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities and loans due to related parties.

The fair value of the Company's receivables, accounts payable and accrued liabilities and loans due to related parties approximate carrying value due to their short terms to maturity, which is the amount recorded on the condensed interim consolidated statement of financial position. The Company's other financial instrument, cash and cash equivalents is recorded at fair value, and under the fair value hierarchy is based on level one quoted prices in active markets for identical assets and liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's credit risk is primarily attributable to cash and cash equivalents, receivables, and deposits. Other than cash held by its subsidiary for its immediate operating needs in Ghana, the majority of the Company's cash and cash equivalents are held with a major Canadian chartered bank and management believes the risk of loss to be remote. Receivables consist of input tax credits receivable from the Government of Canada, and sub-leased rent due from a reputable Canadian company, therefore, the Company does not believe it is subject to significant credit risk in relation to its receivables.

CASTLE PEAK MINING LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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13. FINANCIAL INSTRUMENTS AND 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, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalent balances which earn interest at variable market interest rates, however, this exposure is considered to be minimal. The Company has no interest-bearing debt, and therefore, is not exposed to risk in the event of interest rate fluctuations.

b) Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company's expenditures are predominantly in Canadian dollars, US dollars, and Ghanaian cedis. The Company has financial assets and liabilities denominated in US dollars and Ghanaian cedis as at September 30, 2015. Based on the Company's net exposure as at September 30, 2015, a 10% depreciation or appreciation of the Canadian dollar against the US dollar and Ghanaian cedis would result in a change of approximately \$2,887 in Comprehensive Income (Loss).

c) 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 gold, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

14. CONTRACTUAL OBLIGATIONS

As at September 30, 2015, the Company had the following contractual obligations under operating leases for office premises through 2015 in the total amount of \$6,641. The Company has subleased its 1030 West Georgia St. office and expects to receive \$5,756 from the sub-tenant over the term of the lease. Annual payments are as follows:

	September 30, 2015
2015	\$ 6,641
	\$ 6,641