



## **Goldgroup Mining Inc.**

Condensed Interim Consolidated Financial Statements  
For the three and the nine months ended September 30, 2020 and 2019  
(Unaudited)  
(expressed in thousands of US dollars, except where indicated)

# Goldgroup Mining Inc.

## Condensed Interim Consolidated Statements of Financial Position

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

	Note	September 30, 2020	December 31, 2019
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	5	\$ 582	\$ 560
Other receivables and prepaid expenses	4,5	462	514
Investments	5,7	786	371
Inventory	6	2,640	1,956
		4,470	3,401
Receivables	4	1,225	1,109
Property, plant and equipment	8	1,534	1,835
Right of use asset	13	95	319
Mineral property	11	2,267	3,018
Total assets		\$ 9,591	\$ 9,682
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	5,16	\$ 5,622	\$ 4,951
Tax payable		25	349
Current lease liability	5,13	108	300
Decommissioning obligation		313	313
Loan payable	5,12	-	733
		6,068	6,646
Lease liability	5,13	-	42
Loan payable	5,12	1,526	-
Warrant liability	5,14	421	-
Decommissioning obligation		1,364	1,318
Total liabilities		9,379	8,006
<b>Shareholders' equity</b>			
Share capital	15	134,560	134,405
Contingent share consideration	20	3,305	3,305
Reserves		8,103	8,036
Deficit		(145,756)	(144,070)
Total shareholders' equity		212	1,676
Total liabilities and shareholders' equity		\$ 9,591	\$ 9,682

*Nature of operations and going concern (note 1)*

*Commitments (note 20)*

### Approved by the Board of Directors

\_\_\_\_\_  
"Javier Reyes" Director

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"Corry Silbernagel" Director

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

# Goldgroup Mining Inc.

## Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the three and nine months ended September 30,

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

	Note	Three months ended Sept. 30,		Nine months ended Sept. 30,	
		2020	2019	2020	2019
<b>Revenue</b>					
Gold sales		\$ 4,702	\$ 4,842	\$ 13,079	\$ 14,329
Silver sales		44	59	222	246
		4,746	4,901	13,301	14,575
<b>Cost of operation</b>					
Cost of sales	17	(5,068)	(3,798)	(11,567)	(11,261)
Depreciation and depletion	8,11	(495)	(551)	(1,498)	(1,662)
		(817)	552	236	1,652
Depreciation	8,13	(32)	(90)	(94)	(94)
Share-based compensation	15,16	(67)	-	(67)	(6)
General and administrative		(230)	(245)	(644)	(558)
Salary and consulting	16	(314)	(131)	(558)	(482)
Professional fees	16	(503)	(338)	(964)	(952)
Gain (loss) on investments	7	434	(91)	470	482
Reversal of bad debt expense		-	100	-	100
Gain on disposal of property, plant and equipment		-	-	-	3
Finance cost	18	(205)	(76)	(302)	(258)
Unrealized derivative gain – warrant liability	14	99	2	99	8
Foreign exchange gain (loss)		(97)	58	4	28
Impairment – exploration and evaluation assets	9	-	(2,606)	-	(2,606)
Other income		28	25	55	54
<b>Loss before income taxes</b>		(1,704)	(2,840)	(1,765)	(2,629)
Income taxes (expense) recovery – current		280	(36)	79	(224)
<b>Loss and comprehensive loss</b>		\$ (1,424)	\$ (2,876)	\$ (1,686)	\$ (2,853)
<b>Loss per share – Basic and diluted</b>		\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.02)
<b>Weighted average shares outstanding (000's)</b>					
Basic and diluted		193,928	185,137	188,057	185,137
<b>Total shares issued and outstanding (000's)</b>		211,804	185,137	211,804	185,137

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

# Goldgroup Mining Inc.

## Condensed Interim Consolidated Statements of Cash Flows

For the three and nine months ended September 30,

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

	Note	Three months ended Sept. 30,		Nine months ended Sept. 30,	
		2020	2019	2020	2019
<b>Cash flows provided (used) by operating activities</b>					
Loss for the period		\$ (1,424)	\$ (2,876)	\$ (1,686)	\$ (2,853)
Items not affecting cash					
Depreciation	8,13	256	323	855	1,095
Depletion	11	209	228	751	567
Share-based compensation	15	67	-	67	6
Finance cost - Decommissioning obligation	18	16	15	46	45
Unrealized foreign exchange gain (loss)		(1)	(50)	17	(3)
Finance cost		96	43	163	153
Gain (loss) on investments	7	(434)	91	(470)	(482)
Unrealized derivative gain – warrant liability		(99)	(2)	(99)	(8)
Accretion on lease liability		8	17	8	56
Impairment of inventory in cost of sales	6	553	-	696	-
Impairment of exploration and evaluation assets	9	-	2,606	-	2,606
Change in non-cash operating working capital					
Decrease (increase) in other receivables and prepaid expenses		(400)	29	(64)	(287)
Increase in inventory		(723)	(292)	(1,369)	(335)
Increase (decrease) in tax payable		(157)	56	(323)	(146)
Increase in accounts payable and accrued liabilities		969	93	662	475
		(1,064)	281	(746)	889
<b>Cash flows provided (used) by financing activities</b>					
Repayment of Accendo loan	12	(675)	(225)	(728)	(675)
Repayment of interest on Accendo loan	12	(14)	(43)	(67)	(153)
Proceeds from Accendo loan	12	1,500	-	1,500	-
Proceeds Received on private placement	15	600	-	600	-
Lease payments		(36)	(75)	(108)	(225)
		1,375	(343)	1,197	(1,053)
<b>Cash flows provided (used) in investing activities</b>					
Purchase of property, plant and equipment	8	(71)	(19)	(466)	(42)
Proceeds on sale of investments	7	-	142	37	502
Exploration and evaluation property – El Mozo		-	106	-	(226)
		(71)	229	(429)	234
<b>Increase (decrease) in cash and cash equivalents</b>		240	167	22	70
<b>Cash and cash equivalents – beginning of period</b>		342	232	560	329
<b>Cash and cash equivalents – end of period</b>		\$ 582	\$ 399	\$ 582	\$ 399
Cash		565	373	565	373
Cash equivalents		17	26	17	26
<b>Cash and cash equivalents – end of period</b>		\$ 582	\$ 399	\$ 582	\$ 399

Supplemental cash flow information (note 22)

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

**Goldgroup Mining Inc.****Condensed Interim Consolidated Statement of Changes in Shareholders' Equity**

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

	Notes	Shares (‘000)	Share capital	Contingent shares (Note 20)	Share based compensation reserves	Foreign currency translation reserves	Deficit	Total equity
<b>January 1, 2020</b>		185,137	\$ 134,405	\$ 3,305	\$ 8,344	\$ (308)	\$ (144,070)	\$ 1,676
Loss for the period		-	-	-	-	-	(1,686)	(1,686)
Share-based compensation	15	-	-	-	67	-	-	67
Private placement	15	26,667	155	-	-	-	-	155
<b>Balance at September 30, 2020</b>		211,804	\$ 134,560	\$ 3,305	\$ 8,411	\$ (308)	\$ (145,756)	\$ 212
<b>January 1, 2019</b>		185,137	\$ 134,405	\$ 3,305	\$ 8,338	\$ (308)	\$ (140,201)	\$ 5,539
Loss for the period		-	-	-	-	-	(2,853)	(2,853)
Share-based compensation	15	-	-	-	6	-	-	6
<b>Balance at September 30, 2019</b>		185,137	\$ 134,405	\$ 3,305	\$ 8,344	\$ (308)	\$ (143,054)	\$ 2,692

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

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

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### 1 Nature of operations and Going Concern

#### *Nature of operations*

Goldgroup Mining Inc. is the parent company of its consolidated group ("Goldgroup" or the "Company"). Goldgroup was incorporated in Quebec under the Business Corporations Act (Québec) and on July 28, 2011 it was continued under the Business Corporations Act (British Columbia). Its head office is located at Suite 1201 – 1166 Alberni Street, Vancouver BC, V6E 3Z3. Goldgroup together with its subsidiaries, is a Canadian-based gold producer and is focused on the acquisition, exploration and development of advanced stage gold-bearing mineral properties in the Americas. The Company's current gold production and exploration and development related activities are conducted in Mexico. Goldgroup owns a property portfolio that includes a 100% interest in the operating Cerro Prieto project in Sonora. The Company is listed on the Toronto Stock Exchange ("TSX") under the symbol "GGA".

#### *Going Concern*

The Company has experienced recurring operating losses and has an accumulated deficit of \$145,756 at September 30, 2020. In addition, as at September 30, 2020, the Company has working capital deficiency of \$1,598. Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. The continuing operations of the Company are dependent upon its ability to arrange additional financing and resolving the legal disputes with DynaResource, Inc. ("DynaUSA") (note 10). These matters result in material uncertainties which may cast significant doubt about the Company on its ability to continue as a going concern. These financial statements do not include any adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenues and expenses, and the classifications used in the statement of financial position.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. To date the Company was required to limit operations at the Cerro Prieto project for 45 days, restarting on June 1, 2020, due to the Mexican Government mandate to suspend non-essential businesses.

### 2 Basis of presentation

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted and these unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2019.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its unaudited interim condensed consolidated financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended December 31, 2019. In addition the accounting policies applied in these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2019.

The Company's interim results are not necessarily indicative of its results for a full year.

These unaudited condensed consolidated interim financial statements were approved by the Board of Directors on November 16, 2020.

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

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### 3 Estimates, risks and uncertainties

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its consolidated financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

#### *Significant judgments in applying accounting policies*

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are as follows:

#### **(i) Impairment of assets**

The carrying value of property, plant and equipment and the Company's mineral property is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in profit or loss. The assessment of fair values, including those of the cash-generating units, require the use of estimates and assumptions for recoverable production, long-term commodity prices, discount rates, foreign exchange rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of assets could impact the impairment analysis.

#### **(ii) Economic recoverability and probability of future economic benefits of exploration and development costs**

Management has determined that exploratory drilling and evaluation costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

#### **(iii) Functional currency**

The functional currency for each of the Company's subsidiaries, joint ventures and investments in associates, is the currency of the primary economic environment in which the entity operates. The Company has determined the functional currency of each entity is the US dollar. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

#### **(iv) Commencement of commercial production**

Costs associated with the commissioning of new assets, in the pre-commercial period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. Commercial production is deemed to have occurred when management determines that, amongst other items, the completion of operational commissioning of major mine components has been reached, operating results, which includes the grade and volume of material mined, are being achieved consistently for a period of time, and there are indicators that these operating results will continue, all of which involve management judgments. The Company processed material extracted from an exploration and evaluation property (Batamote) through the mill of the adjacent Cerro Prieto production property until March 31, 2019. The costs associated with the Batamote option payments were amortized through depreciation and depletion over the term of each option period. The revenue generated from the Batamote property was recognized as revenue through profit or loss.

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

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### ***Key sources of Estimation Uncertainty***

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

#### **(i) Mineral resource estimation**

The carrying value and recoverability of mineral properties requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project. The determination of mineral resources also requires the use of estimates. The Company estimates its mineral resources based on information compiled by Qualified Persons as defined in accordance with Canadian Securities Administrators National Instrument 43-101, Standards for Disclosure of Mineral Projects. There are numerous uncertainties inherent in estimating mineral resources and assumptions that are valid at the time of estimation may change significantly when new information becomes available. Changes in the forecasted prices of commodities, exchange rates, production costs or recovery rates may change the economic status of resources and may result in changes to resource estimates.

#### **(ii) Depreciation and depletion**

Plants and other facilities used directly in mining activities are depreciated using the units-of-production (“UOP”) method over a period not to exceed the estimated life of the ore body based on recoverable ounces to be mined from estimated resources. Mobile and other equipment are depreciated, net of residual value, on a straight-line basis, over the useful life of the equipment to the extent that the useful life does not exceed the related estimated life of the mine based on estimated recoverable resources.

The calculation of the UOP rate, and therefore the annual depreciation and depletion expense, could be materially affected by changes in the underlying estimates. Changes in estimates can be the result of actual future production differing from current forecasts of future production, expansion of mineral reserves through exploration activities, differences between estimated and actual costs of mining and differences in gold price used in the estimation of mineral reserves.

Significant judgment is involved in the determination of useful life and residual values for the computation of depreciation and depletion and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

#### **(iii) Inventories**

Expenditures incurred, and depreciation and depletion of assets used in mining and processing activities are deferred and accumulated as the cost of ore in stockpiles, ore on leach pads, in-process and finished metal inventories. These deferred amounts are carried at the lower of average cost or net realizable value (“NRV”). Write-downs of ore in stockpiles, ore on leach pads, in-process and finished metal inventories resulting from NRV impairments are reported as a component of current period costs. The primary factors that influence the need to record write-downs include prevailing and long-term metal prices and prevailing costs for production inputs such as labour, fuel and energy, materials and supplies, as well as realized ore grades and actual production levels.

Costs are attributed to the leach pads based on current mining costs, including applicable depreciation and depletion relating to mining operations incurred up to the point of placing the ore on the pad. Costs are removed from the leach pad based on the average cost per recoverable ounce of gold on the leach pad as the gold is recovered. Estimates of recoverable gold on the leach pads are calculated from the quantities of ore placed on the pads, the grade of ore placed on the leach pads and an estimated percentage of recovery. Timing and ultimate recovery of gold contained on leach pads can vary significantly from the estimates. The quantities of recoverable gold placed on the leach pads are reconciled to the quantities of gold actually recovered (metallurgical balancing), by comparing the grades of ore placed on the leach pads to actual ounces recovered. The nature of the leaching process inherently limits the ability to precisely monitor inventory levels. As a result, the metallurgical balancing process is constantly monitored and the engineering estimates are refined based on actual results over time. The ultimate recovery of gold from a pad will not be known until the leaching process is completed.

The allocation of costs to ore on leach pads and in-process inventories and the determination of NRV involve the use of estimates. There is a high degree of judgment in estimating future costs, future production levels, proven and probable reserves estimates, gold and silver prices, and the ultimate estimated recovery for ore on leach pads. There can be no assurance that actual results will not differ significantly from estimates used in the determination of the carrying value of inventories. Such inventories are included in development costs until commercial production is achieved.



# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

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**(iv) Decommissioning and restoration provision**

The Company assesses its provision for reclamation and remediation on an annual basis or when new material information becomes available. Mining and exploration activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation and remediation obligations requires management to make estimates of the future costs the Company will incur to complete the reclamation and remediation work required to comply with existing laws and regulations at each mining operation and exploration and development property. Actual costs incurred may differ from those amounts estimated. Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

**(v) Share-based payments**

Share-based payments are determined using the Black-Scholes option pricing model based on estimated fair values of all share-based awards at the date of grant and is expensed to profit or loss over each award's vesting period. The Black-Scholes option pricing model utilizes subjective assumptions such as expected price volatility and expected life of the option. Changes in these input assumptions can significantly affect the fair value estimate.

For asset acquisitions, contingent share consideration is an estimate of the fair value of the contingent amounts expected to be payable in the future. The fair value is based on number of contingent shares, the share price of the Company on the date of acquisition and management's expectations of probability.

**(vi) Contingencies**

Due to the size, complexity and nature of the Company's operations, various legal and tax matters are outstanding from time to time. In the event that management's estimate of the future resolution of these matters changes, the Company will recognize the effects of the changes in its consolidated financial statements on the date such changes occur.

**(vii) Deferred taxes**

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Forecasted cash flows from operations are based on life of mine projections internally developed and reviewed by management. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each reporting period, the Company reassesses unrecognized income tax assets.

**(viii) Impairment**

Non-current assets are tested for impairment if there is an indicator of impairment, and in the case of goodwill, at least annually. The impairment analysis requires the use of estimates and assumptions, including amongst others, long-term commodity prices, discount rates, length of mine life, future production levels, future operating costs, future capital expenditures and tax estimates. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances the carrying value of the assets may be impaired or a prior period's impairment charge reversed with the impact recorded in profit or loss.

Current assets include receivables which are reviewed for collectability that may be affected by default, delays and other economic indicators.

**(ix) Valuation of right-of-use asset and lease liabilities**

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the right-of-use assets and the valuation of lease liabilities. These include: determining agreements in scope of IFRS 16, determining the contract term and determining the interest rate used for discounting of future cash flows.

The lease term determined by the Company is comprised of the non-cancellable period of lease agreements, periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

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The present value of the lease payment is determined using a discount rate representing the rate of its loan payable observed in the period when the lease agreement commences or is modified.

### 4 Other receivables and prepaid expenses

	September 30, 2020	December 31, 2019
<b>Current asset</b>		
<b>Financial assets</b>		
Other receivables	\$ 13	\$ 4
Employee receivables	29	30
<b>Non-Financial assets</b>		
Value-added tax receivables	89	83
Corporate tax receivables	53	76
<b>Total receivables</b>	184	193
<b>Prepaid expenses</b>	278	321
	\$ 462	\$ 514
<b>Non-current assets</b>		
<b>Non-Financial assets</b>		
Value-added tax receivables	\$ 354	\$ 333
Other receivables	657	604
Corporate tax receivables	214	172
	\$ 1,225	\$ 1,109

### 5 Financial instruments

#### Fair values of financial instruments

The accounting classification of each category of financial instruments, and the level within the fair value hierarchy in which they have been classified are set out below:

	Fair Value Hierarchy Level	September 30, 2020	December 31, 2019
<b>Financial assets</b>			
<i>Amortized cost</i>			
Cash and cash equivalents <sup>(1)</sup>	N/A	\$ 582	\$ 560
Receivables <sup>(1)</sup>	N/A	42	34
<i>Fair value through profit or loss</i>			
Investments	Level 1	786	371
<b>Financial liabilities</b>			
<i>Other financial liabilities</i>			
Accounts payable & accrued liabilities <sup>(1)</sup>	N/A	5,622	4,951
Loan payable <sup>(2)</sup>	N/A	1,526	733
Lease liability	N/A	108	342
Warrant liability <sup>(3)</sup>	Level 3	421	-

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

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- (1) The carrying value of cash and cash equivalents, receivables, accounts payable and accrued liabilities approximates fair value due to the short-term nature of these items.
- (2) Loan payable is presented on an amortized cost basis and will be accreted to its face amount over the term to maturity of the loan at an effective interest rate.
- (3) The Company applies a standard Black-Scholes model to value the warrant liability as described in Note 14.

### **Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents. The majority of the Company's cash and cash equivalents are held through large Canadian financial institutions. Receivables are primarily due from government agencies.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure as described in note 21. The accounts payable and accrued liabilities, and tax payable are due within the current operating period. The Company is exposed to liquidity risk.

### **Market Risk**

The Company's financial instruments include investments which are publicly traded and therefore subject to the risks related to the fluctuation in market prices of publicly traded securities. Some of these investments have been acquired as a result of property transactions and, to a large extent, represent strategic investments in related mining companies and their properties. The Company closely monitors market values to determine the most appropriate course of action.

### **Commodity Price Risk**

The Company is exposed to commodity price risk given that its revenues are derived from the sale of metals, the price of which have been historically volatile.

### **Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes to market interest rates. The Company is exposed from time to time to interest rate risk as a result of holding fixed income cash equivalents and investments, of varying maturities and loans payable. A 1% change in market interest rates would result in no significant change in value of cash and cash equivalents or fixed income securities. The risk that the Company will realize a loss as a result of a decline in the fair value of these assets is limited as they are generally held to maturity.

### **Foreign Exchange Risk**

The Company operates in Canada and Mexico and is exposed to foreign exchange risk arising from transactions denominated in foreign currencies.

The operating results and the financial position of the Company are reported in United States dollars. Fluctuations of the operating currencies in relation to the United States dollar will have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities.

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

The Company's financial assets and liabilities as at September 30, 2020 are denominated in United States Dollars, Canadian Dollars, and Mexican Pesos, and are set out in the following table:

	Canadian Dollars	US Dollars	Mexico Pesos	Total
<b>Financial assets</b>				
Cash and cash equivalents	\$ 131	\$ 391	\$ 60	\$ 582
Receivables - other	-	42	-	42
Investments	786	-	-	786
	917	433	60	1,410
<b>Financial liabilities</b>				
Accounts payable and accrued liabilities	(78)	(4,097)	(1,447)	(5,622)
Loan payable	-	(1,526)	-	(1,526)
Lease liability	(98)	-	(10)	(108)
Warrant liability	(421)	-	-	(421)
Net financial (liabilities) assets	\$ 320	\$ (5,190)	\$ (1,397)	\$ (6,267)

The Company's financial assets and liabilities as at December 31, 2019 are denominated in United States Dollars, Canadian Dollars, and Mexican Pesos, and are set out in the following table:

	Canadian Dollars	US Dollars	Mexico Pesos	Total
<b>Financial assets</b>				
Cash and cash equivalents	\$ 26	\$ 532	\$ 2	\$ 560
Receivables - other	-	4	30	34
Investments	371	-	-	371
	397	536	32	965
<b>Financial liabilities</b>				
Accounts payable and accrued liabilities	(267)	(3,072)	(1,612)	(4,951)
Loan payable	-	(733)	-	(733)
Lease liability	(177)	-	(165)	(342)
Net financial (liabilities) assets	\$ (47)	\$ (3,269)	\$ (1,745)	\$ (5,061)

The Company's reported results will be affected by changes in the US dollar to Canadian dollar and US dollar to Mexican Pesos exchange rate. As of September 30, 2020, a 10% appreciation of the Canadian dollar relative to the US dollar would have decreased net financial assets by approximately \$70 (December 31, 2019 -\$13). A 10% depreciation of the US Dollar relative to the Canadian dollar would have had the equal but opposite effect. A 10% appreciation of the Mexican Pesos relative to the US dollar would have decreased net financial asset by approximately \$139 (December 31, 2019 -\$158) and a 10% depreciation of the Mexican Pesos would have had an equal but opposite effect. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risk.

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

The table below summarizes the maturity profile of the Company's non-derivative financial liabilities.

September 30, 2020	Current – within 1 year	Non- current – 1 to 3 years
Accounts payable and accrued liabilities	\$ 5,622	\$ -
Loan payable	-	1,526
Lease liability	108	-
	\$ 5,730	\$ 1,526

December 31, 2019	Current - within 1 year	Non- current – 1 to 3 years
Accounts payable and accrued liabilities	\$ 4,951	\$ -
Loan payable	733	-
Lease liability	300	42
	\$ 5,984	\$ 42

## 6 Inventory

	September 30, 2020	December 31, 2019
Consumable supplies	\$ 560	\$ 517
Work in progress	2,056	1,370
Finished goods	24	69
	\$ 2,640	\$ 1,956

Cost of sales represents the amount of product inventory recognized as an expense. All of the Company's inventory on hand are located at the Cerro Prieto mine in Mexico. During the period ended September 30, 2020 \$696 (2019 - \$151) impairment was recorded in inventory.

## 7 Investments

	December 31, 2019 Fair value	Disposed	Gain/(Loss)	Foreign exchange	September 30, 2020 Fair value
Oroco common shares	\$ 371	\$ (37)	\$ 470	\$ (18)	\$ 786
	December 31, 2018 Fair value	Disposed	Gain/(Loss)	Foreign exchange	December 31, 2019 Fair value
Oroco common shares	\$ 367	\$ (534)	\$ 529	\$ 9	\$ 371

As at September 30, 2020 the Company held 972,000 (2019 – 1,072,000) common shares of Oroco Resource Corp. ("Oroco"). During the period ended September 30, 2020 the Company sold 100,000 (2019 – 1,328,000) Oroco shares for total proceeds of \$37 (2019 - \$502).

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

### 8 Property, plant and equipment

	Cost December 31, 2018	Additions	Disposals	December 31, 2019	Additions	Disposals	September 30, 2020
Plant and mining equipment	\$ 10,252	\$ 196	\$ -	\$ 10,448	\$ 381	\$ -	\$ 10,829
Machinery	2,856	54	-	2,910	45	-	2,955
Office and furniture	249	-	-	249	8	-	257
Vehicles	963	30	(18)	975	17	(122)	870
Lab equipment	72	-	-	72	20	-	92
	\$ 14,392	\$ 280	\$ (18)	\$ 14,654	\$ 471	\$ (122)	\$ 15,003

	December 31, 2018	Depreciation	Disposals	December 31, 2019	Depreciation	Disposals	September 30, 2020
Plant and mining Equipment	\$ 8,784	\$ 531	\$ -	\$ 9,315	\$ 405	\$ -	\$ 9,720
Machinery	1,933	401	-	2,334	297	-	2,631
Office and furniture	246	3	-	249	3	-	252
Vehicles	800	67	(18)	849	58	(114)	793
Lab equipment	72	-	-	72	1	-	73
	\$ 11,835	\$ 1,002	\$ (18)	\$ 12,819	\$ 764	\$ (114)	\$ 13,469

Depreciation on property, plant and equipment for the period ended September 30, 2020 is \$764 (2019 - \$773) of which \$640 (2019 - \$467) is recorded as a cost of the mine, \$3 (2019 - \$94) is recorded as depreciation expense, \$121 (2019 - \$212) is included in inventory.

Carrying amount	September 30, 2020	December 31, 2019
Plant and mining equipment	\$ 1,109	\$ 1,133
Machinery	324	576
Office and furniture	5	-
Vehicles	77	126
Lab equipment	19	-
	\$ 1,534	\$ 1,835

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

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### 9 Exploration and evaluation assets

	El Mozo Expenditures	Batamote	Ecuador Other	Total
Balance December 31, 2018	\$ 2,226	\$ 94	\$ 204	\$ 2,524
Acquisition costs	-	165	-	165
Capitalized costs	125	-	51	176
Impairment	(2,351)	-	(255)	(2,606)
Depreciation	-	(259)	-	(259)
Balance December 31, 2019 and September 30, 2020	-	-	-	-

#### El Mozo

During fiscal 2015 the Company signed the Definitive Agreement to acquire all of the issued and outstanding shares of 0990718 B.C. Ltd. (the "Vendors"), a company holding an 80% option interest in the El Mozo project in Ecuador, in exchange for the issuance of an aggregate of 5,500,000 common shares of the Company valued at \$382 to the shareholders of 0990718 pursuant to a share exchange agreement with the Vendors (the "Share Exchange Agreement"). In addition to the common shares, the Company granted to the Vendors an aggregate 1% net smelter returns royalty ("NSR") on Goldgroup's ownership portion in the El Mozo Project pursuant to an NSR agreement (the "Royalty Agreement"). Under the Royalty Agreement Goldgroup has the right to repurchase the Vendors' NSR.

#### Option agreement terms

Under the Option Agreement, 0990718 BC Ltd. could earn an 80% interest in the El Mozo project. During the year ended December 31, 2019, the Company recognized an impairment of \$2,351 and \$255 on the El Mozo and another Ecuador project respectively, due to delays in obtaining the environmental permit and the political uncertainty in the Azuay province.

#### Batamote

During the year ended December 31, 2017, the Company entered into an option agreement to purchase a 100% ownership in an additional exploration property in close proximity to the Cerro Prieto mine for \$4,000. During the second quarter of 2018, the Company commenced extraction and operations on the project and as management determined that operating results, which includes the grade and volume of material mined, were being achieved consistently and there were indicators that these operating results would continue. The Company amortized the option payments to depreciation and depletion over the term of each option.

The Company ceased mining from Batamote at the end of the period ended March 31, 2019.

### 10 Investments in associate - DynaMexico

The Company has a 50% equity interest in DynaMexico which owns 100% of an exploration project known as the San José de Gracia ("SJG") located in the state of Sinaloa, Mexico.

The other 50% equity holder of DynaMexico is DynaUSA. DynaUSA provides management and accounting services based on 2.5% of the cash expenditures incurred by DynaMexico.

As a result of the Company qualifying to earn its 50% equity interest on March 14, 2011, the board of directors of DynaMexico was to be expanded to five members with DynaUSA and the Company each appointing two members and mutually agreeing on one additional member. Currently there are only four members as the one additional member has yet to be added.

# Goldgroup Mining Inc.

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For the period ended September 30, 2020 and 2019

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On January 22, 2013 Goldgroup announced that it had moved to dismiss as totally without merit a lawsuit filed against it and others in Dallas County District Court by DynaResource, Inc. and DynaResource de Mexico, S.A. de C.V. (collectively “DynaResource”).

DynaResource alleged, among other things, that the Company has wrongfully used and disseminated confidential information and data belonging to DynaResource, and materially misrepresented Goldgroup’s ownership interest in SJG. Goldgroup owns a 50% interest in DynaMexico, which owns 100% of SJG. Goldgroup has properly disclosed its interest in SJG, has not materially misrepresented it, and has not improperly used any DynaResource confidential information. Goldgroup denies all such allegations by DynaResource, has moved to dismiss the lawsuit, and intends to vigorously defend itself and its interests.

On October 28, 2013 the Company announced that it filed a legal action before the appropriate authorities in Mexico concerning recent activities undertaken by Koy Wilber Diepholz (“Diepholz”), shareholder, President and Chairman of the Board of Directors of DynaMexico and Chairman, Chief Executive Officer and Treasurer of DynaUSA. The purpose of the legal action case is to investigate whether illegal acts were committed by Diepholz, in his role as CEO of DynaMexico, for his own benefit and for the benefit of DynaUSA.

On March 11, 2014 DynaResource dropped its lawsuit against the Company.

On March 14, 2014 the Company filed for arbitration in Denver, Colorado, against DynaResource Inc. to protect its interests pursuant to the SJG earn-in option agreement dated September 1, 2006.

On June 29, 2015 a Mazatlán Judge denied DynaMex the request for an “amparo”, which is, by Mexican Law, an appeal to the injunction obtained by Goldgroup against DynaMex regarding the 300 new shares of DynaMex issued in favor of DynaUSA. The issuance of the DynaMex shares to DynaUSA diluted Goldgroup’s ownership interest (from 50% to 20%) in DynaMex with DynaUSA purporting to be an owner of 80% of DynaMex.

On October 13, 2015 the Company was made aware of a news release disseminated by DynaResource de Mexico SA de C.V. (“Dyna”). Goldgroup was never notified of the purported court case discussed, does not recognize any of the claims mentioned therein and is of the belief that such claims are without merit.

During the year ended December 31, 2015, management concluded that due to the ongoing legal disputes the Company no longer has significant influence over DynaMexico and therefore discontinued treating the investment as an investment in associate.

During the year ended December 31, 2016 the Company received the favorable results and award from the conclusion of the arbitration between the Company and DynaUSA. The results and award were issued by the American Arbitration Association – International Centre for Dispute Resolution (“Arbitrator” or “ICDR”) on August 24, 2016. This Award is final, binding and may be enforced in court.

### Results and Award from Arbitration

The Arbitrator concluded that there is no doubt that DynaUSA has failed to do what they are obligated to do under an Earn-In/Option Agreement with Goldgroup, dated September 1, 2006 (the “Agreement”).

The Award, in summary, clarifies several doubts arising from misleading news releases issued by DynaUSA:

The Award confirms that the Agreement is in full force and effect;

- The expenditures made by DynaUSA without the approval of the joint Management Committee have to be reimbursed to DynaResource Mexico S.A. de C.V. (“DynaMexico”), an entity in which Goldgroup owns 50% equity of, since Goldgroup did not participate in those decisions;
- A detailed accountability assessment by DynaUSA must be done for Goldgroup for the last 5 years when DynaUSA excluded Goldgroup from the management of DynaMexico and delivered to Goldgroup within 20 days of the issuance of the Award;
- The use of the Power of Attorney of Mr. K.D. Diepholz did not provide authorization for Mr. Diepholz to circumvent the Management Committee’s power to approve and oversee expenditures;
- DynaUSA has acted in bad faith and breached the terms of the Agreement;



## Goldgroup Mining Inc.

### Notes to Condensed Interim Consolidated Financial Statements

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- Certain amounts must be reimbursed to Goldgroup which includes and not limited to the fees paid and to be paid in the Mexico City case related to the current dispute;
- A fifth director must be jointly appointed in DynaMexico and the names of prospective candidates exchanged by the parties, no later than 10 calendar days from the date of the Award ; and
- The deliberate dilution by DynaUSA of Goldgroup's equity interest in DynaMexico was illegal and therefore invalid.

The Company has complied with all requirements set out in the Arbitration award and has yet to receive any payment or required documentation from DynaUSA or Dyna Mexico.

On August 24, 2017, a Federal Amparo judge in the state of Veracruz, Mexico, dismissed Goldgroup Resources Inc.'s Amparo challenge. Goldgroup's position in response to the USD\$48 million claim remains the same, that Goldgroup was never notified of the purported court case, and does not recognize any of the claims mentioned therein and is of the belief that such claims are entirely without merit. The Company pursued the case to the Mexican Supreme Court level to get the judgement overturned.

In February 2018, the Company received the recommendation of the magistrate judge in Denver, who has recommended that the Company's application to confirm the arbitration award be denied. The Company has filed an objection which will request the judge to reject the recommendation and confirm the arbitration award.

On May 9, 2019, the Company received a final judgment in the United States District Court for the District of Colorado confirming the Company's Results and Award from Arbitration discussed above.

Following the arbitration, DynaUSA filed documents in an attempt to convince the court to vacate the arbitration award. The May 9th order denied DynaUSA's motion to vacate the award and rejected the recommendation of a United States Magistrate Judge, who had agreed with DynaUSA that the arbitration award should be thrown out.

The court's order confirms all of the relief outlined in the August 2016 arbitration award, including DynaUSA having to: pay the Company \$404 in costs and attorney fees; pay the Company \$86 in separate fees and expenses; and pay DynaResource de Mexico, S.A. de C.V. ("DynaMexico") \$1,045 for various legal and other expenses that DynaUSA improperly caused DynaMexico to incur.

On December 6, 2019, the 11th Federal Circuit Collegiate Court in México denied Goldgroup's Amparo regarding the USD \$48 million claim and the Company will continue to pursue all legal avenues in Mexico to achieve a favorable resolution to the DynaUSA dispute. On August 28, 2020, DynaMexico filed a Petition for Recognition of the claim in Texas which the Company is in the process of defending.

On March 25, 2020, the United States District Court for the District of Colorado denied Dyna's motion to alter or amend the Final judgement and denied Dyna's motion for stay and judgment pending appeal and to waive or reduce supersedeas bond and ordered Dyna to post a supersedeas bond in the amount of \$1,107 in order to be granted a stay, within 21 days of the order.

On July 24, 2020, the United States District Court for the District of Colorado granted Dyna a stay on the monetary awards upon posting of a \$1,111 bond before July 28, 2020, although denied Dyna's request to stay the non-monetary awards of the judgement. This bond has been posted and therefore the monetary awards are stayed pending the outcome of Dyna's appeal of the arbitration award.

# Goldgroup Mining Inc.

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### 11 Mineral property

Carrying amount	Cerro Prieto
Balance, December 31, 2018	\$ 3,903
Depletion	(885)
Balance, December 31, 2019	3,018
Depletion	(751)
Balance, September 30, 2020	\$ 2,267

Cerro Prieto commenced commercial production on April 1, 2016 for accounting purposes. The project has an existing 2% NSR. In addition, there is a production royalty calculated as 20% of the difference between the market price of gold and \$1,250 per ounce up to a maximum of US\$90 per ounce of gold produced from the Cerro Prieto Project, of the greater of (i) the first 90,000 ounces of gold produced from the Project and (ii) all ounces of gold produced from the Cerro Prieto Project until the completion of five full years after certain criteria have been met. As at September 30, 2020, the cumulative production on the royalty is 66,084 ounces.

### 12 Loan payable

During the year ended December 31, 2018, the Company closed an agreement with Accendo Banco S.A., Multiple Banking Institution (the "Accendo"), for a \$1,800 secured loan facility. Javier Reyes, a director of the Company, is the CEO and Chairman of Accendo. An initial drawdown of \$1,379 was used to repay the Credipresto facility and an additional \$421 was drawn for working capital.

The Accendo facility has the following terms:

- Amount USD \$1,800
- Term of 24 months
- Standby charge of 1.0% per annum on undrawn amounts
- Interest rate of 15% per annum
- The interest rate for overdue payments increases to 30% per annum
- Principal and interest must be repaid quarterly. (The principal is repaid in equal quarterly installments from drawdown with final payment October 2020).
- The credit amount can be requested in any increment with three days notice
- Every withdrawal will have a separate promissory note and repayment schedule
- The loan has senior security over all the assets of the Company

During the period ended June 30, 2020, the Company obtained a waiver from Accendo which deferred the March 2020 and June 2020 payments for 6 months respectively.

On June 29, 2020, the Company closed an additional facility with Accendo in the amount of USD\$3,000,000 the ("Facility").

#### The Facility Terms

The Facility will be available to draw on for 12 months, and will bear interest at the rate of 12% per annum, accruing on the outstanding amount drawn under the Facility. Repayments will begin 15 months after the first drawdown under the Facility, and be payable in equal installments, quarterly in arrears until the final repayment date of 36 months from the date of the first drawdown. Minas de Oroco will have an option to prepay without penalty any portion of the Facility, subject to 10 days' notice, payment of additional fees or costs associated with prepayment, and minimum prepayment amounts of \$200,000. Each disbursement under the Facility can be requested with two days' notice, and will have a separate promissory note.

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

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As consideration for the Loan:

- The Company will pay to the Lender an arrangement fee in an amount equal to 0.925% of the Facility amount, payable on the date of the first disbursement under the facility; and
- the Company will issue to the Lender a total of 7,500,000 common share purchase warrants exercisable to purchase one common share in the capital of the Company at a price of CAD\$0.025 for a period of 36 months. The fair value of warrants issued was calculated at \$75 (note 14) and recorded as finance costs as it was determined that the loan was an extinguishment.

The Facility is secured by:

- certain assets of the Company, including the Company's Cerro Prieto project;
- guarantees by the Company and certain subsidiaries of the Company; and
- a pledge of the issued and outstanding shares of Minas de Oroco;

A portion of the first draw on the Facility of \$1,500 was used to repay the existing loan amount with Accendo.

	September 30, 2020	December 31, 2019
Balance, January 1	\$ 733	\$ 1,633
Interest expense	88	190
Interest paid	(67)	(190)
Repayment	(728)	(900)
Transfer from original loans to combine into one facility	1,500	-
Finance cost – accretion expense	-	(900)
Classified as short-term	\$ -	\$ 733
Classified as long-term	\$ 1,526	\$ -

### 13 Right of use asset and lease liability

Right of use asset - equipment	September 30, 2020	December 31, 2019
Opening balance	\$ 133	\$ -
Recognized on adoption of IFRS 16	-	267
Derecognition of asset	(133)	-
Less: depreciation	-	(134)
	\$ -	\$ 133

Right of use asset - office	September 30, 2020	December 31, 2019
Opening balance	\$ 186	\$ -
Recognized on adoption of IFRS 16	-	305
Less: depreciation	(91)	(119)
	\$ 95	\$ 186
Total right of use assets	\$ 95	\$ 319

## Goldgroup Mining Inc.

### Notes to Condensed Interim Consolidated Financial Statements

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<b>Lease liability</b>	<b>September 30, 2020</b>	<b>December 31, 2019</b>
Lease liabilities	\$ 108	\$ 342
Less: current portion	(108)	(300)
Classified as long-term liability	\$ -	\$ 42

<b>Undiscounted lease payments</b>	<b>September 30, 2020</b>	<b>December 31, 2019</b>
Not later than a year	\$ 116	\$ 300
Later than a year	-	80
	\$ 116	\$ 380

The Company's leases relate to office and equipment leases. Interest expense on the lease liabilities for the nine months ended September 30, 2020 is \$18 (2019 - \$56). Depreciation of right-to-use assets is calculated using the straight-line method over the remaining lease term. Depreciation of equipment leases is recorded in cost of sales. During the period ended September 30, 2020, the Company incurred \$3,055 for leases with variable lease payments not included in lease liabilities. The variable lease payments relate to certain equipment with consideration based on usage. During the period ended September 30, 2020, the Company received \$58 from subleasing office space.

## 14 Warrant liability

	<b>Number of warrants</b>	<b>Weighted average exercise price (C\$)</b>	<b>Warrant liability (US\$)</b>
Balance, December 31, 2018	6,500,000	\$ 0.10	\$ 8
Warrants expired	(6,500,000)	0.10	-
Change in fair value	-	-	(8)
Balance, December 31, 2019	-	\$ -	\$ -
Warrants granted	7,500,000	0.025	75
Warrants granted	13,333,332	0.06	445
Change in fair value	-	-	(99)
Balance, September 30, 2020	20,833,332	\$ 0.047	\$ 421

<b>Expiry date</b>	<b>Number of warrants</b>	<b>Weighted Average exercise price (C\$)</b>
June 29, 2023	7,500,000	0.025
August 31, 2022	13,333,332	0.06
Balance, September 30, 2020	20,833,332	0.047

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

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On August 31, 2020, the Company closed a private placement and issued 26,666,667 units at a price of \$0.03 per unit, for aggregate gross proceeds of approximately \$600 (CAD \$800). Each unit consisted of one common share of the Company and one-half of one common share purchase warrant, with each full warrant exercisable to purchase one share at a price of \$0.06 per Share until August 31, 2022. The fair value of warrants issued was calculated at \$445 and was determined on the date of issuance using the Black-Scholes option pricing model with the following weighted average assumptions: 0.23% risk free interest rate, expected life of 2 years, 117% annualized volatility and 0% dividend rate.

As part of a loan restructure, the Company issued 7,500,000 warrants to Accendo (note 12). Each warrant is exercisable for the purchase of one common share in the capital of the Company at a price of \$0.025 per share with an expiry date of June 29, 2023. The fair value of warrants issued was calculated at \$75 and was determined on the date of issuance using the Black-Scholes option pricing model with the following weighted average assumptions: 0.28% risk free interest rate, expected life of 3 years, 105% annualized volatility and 0% dividend rate.

The fair value allocated to the warrants at September 30, 2020 was \$421 (December 31, 2019 - \$nil) and is recorded as a derivative financial liability as these warrants are exercisable in Canadian dollars, differing from the Company's functional currency. The loss recognized in the statement of loss and comprehensive loss for the period ended September 30, 2020 was \$99 (2019 - \$nil).

The fair value of the warrants is calculated using the Black-Scholes Option Pricing Model. Option pricing models require the input of highly speculative assumptions, including the expected future price volatility of a Company's shares. Changes in these assumptions can materially affect the fair value estimate and, therefore, existing models do not necessarily provide a reliable single measure of the fair value of the Company's warrants.

	September 30, 2020	September 30, 2019
Expected warrant life	2.22 years	-
Expected stock price volatility	115%	-
Dividend payment during life of warrant	Nil	-
Expected forfeiture rate	Nil	-
Risk free interest rate	0.26%	-
Weighted average strike price CAD	\$ 0.05	-
Weighted average fair value per warrant CAD	\$ 0.027	-
Weighted average share price CAD	\$ 0.045	-

## 15 Share Capital

### (i) Share Capital

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

On August 31, 2020, the Company issued 26,666,667 units at a price of \$0.03 per unit, for aggregate gross proceeds of approximately \$600 (CAD \$800). Each unit consisted of one common share of the Company and one-half of one common share purchase warrant, with each full warrant exercisable to purchase one share at a price of \$0.06 per Share until August 31, 2022. The fair value of warrants issued was calculated at \$445 and was determined on the date of issuance using the Black-Scholes option pricing model with the following weighted average assumptions: 0.23% risk free interest rate, expected life of 2 years, 117% annualized volatility and 0% dividend rate.

### (ii) Share based compensation

The Company has adopted a share option plan for which options to acquire up to 10% of the issued share capital, at the award date, may be granted to eligible optionees from time to time. Generally, share options granted have a maximum term of five years, and a vesting period and exercise price determined by the directors. The exercise price may not be less than the closing quoted price of the Company's common shares traded through the facilities of the exchange on which the Company's common shares are

# Goldgroup Mining Inc.

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listed. As at September 30, 2020, the remaining share options available for issue under the plan were 5,600,336 (December 31, 2019 – 3,058,669).

Total share options granted during the period ended September 30, 2020 was 8,150,000 (2019 – nil). Total share-based compensation expense recognized for the fair value of share options granted and vested during the period ended September 30, 2020 was \$67 (2019 - \$6). The fair value of the share options granted during the period ended September 30, 2020 was estimated on the date of grant using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

	September 30, 2020		September 30, 2019	
Expected option life		5 years		-
Expected stock price volatility		104%		-
Dividend payment during life of option		Nil		-
Expected forfeiture rate		Nil		-
Risk free interest rate		0.32%		-
Weighted average strike price	\$	0.035	\$	-
Weighted average fair value per option	\$	0.026	\$	-
Weighted average share price	\$	0.035	\$	-

  

	September 30, 2020		December 31, 2019	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding - beginning of year	15,455,000	\$ 0.16	15,455,000	\$ 0.16
Granted	8,150,000	0.035		
Expired/forfeited	(8,025,000)	0.16	-	-
Outstanding - end of period	15,580,000	\$ 0.10	15,455,000	\$ 0.16

The following table discloses the number of options and vested options outstanding as at September 30, 2020:

Exercise price (C\$/option)	Options Outstanding			Options Exercisable		
	Options outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price (C\$/option)	Options outstanding and exercisable	Weighted average remaining contractual life (years)	Weighted average exercise price (C\$/option)
\$0.06 to \$0.07	3,900,000	1.03	\$ 0.06	3,900,000	1.03	\$ 0.06
\$0.27	3,530,000	1.07	0.27	3,530,000	1.07	0.27
\$0.035	8,150,000	4.82	0.035	2,037,500	4.82	0.035
Outstanding - end of period	15,580,000	3.02	\$ 0.10	9,467,500	1.86	\$ 0.13

The following table discloses the number of options and vested options outstanding as at December 31, 2019:

Exercise price (C\$/option)	Options Outstanding			Options Exercisable		
	Options outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price (C\$/option)	Options outstanding and exercisable	Weighted average remaining contractual life (years)	Weighted average exercise price (C\$/option)
\$0.06 to \$0.07	9,635,000	1.25	\$ 0.09	9,635,000	1.25	\$ 0.09
\$0.27	5,820,000	1.82	0.27	5,820,000	1.82	0.27
Outstanding - end of year	15,455,000	1.47	\$ 0.16	15,455,000	1.47	\$ 0.16

# Goldgroup Mining Inc.

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(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

### 16 Related party transactions

The Company's related parties include its subsidiaries, associates over which it exercises significant influence, and key management personnel. Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers, directors or companies with common directors of the Company. The remuneration of the Company's directors and other key management personnel during the period ended September 30, 2020 and 2019, are as follows:

	2020	2019
Short-term employee benefits included in salary and consulting	\$ 129	\$ 244
Director's fees included in professional fees	64	89
Share-based compensation	50	4
Consulting fees included in salary and consulting	81	81
	\$ 324	\$ 418

Short-term employee benefits include salaries incurred within the last nine months of the statement of financial position date and other annual employee benefits. They are included in cost of sales, administrative expenses and exploration and evaluation properties.

At September 30, 2020, accounts payable and accrued liabilities includes \$106 (December 31, 2019 - \$294) owing to a director and/or officer and/or companies controlled by the directors.

During the period ended September 30, 2020 the Company paid consulting fees totalling \$81 (2019 - \$81) to companies controlled by directors and/or officers of the Company.

During the period ended September 30, 2020, the Company closed a loan facility with Accendo in the amount of USD\$3,000,000 the ("Facility"). Javier Reyes, a director of the Company, is the CEO and Chairman of Accendo. As part of the loan the Company paid \$27,750 in initiation fees and issued 7,500,000 common share purchase warrants exercisable to purchase one common share in the capital of the Company at a price of CAD\$0.025 for a period of 36 months to Accendo.

Amounts owing to or from related parties are non-interest bearing, unsecured and due on demand.

### 17 Cost of sales

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
Mining	\$ 2,912	\$ 1,581	\$ 6,176	\$ 4,842
Crushing	664	495	1,505	1,951
Plant and Laboratory	744	643	1,983	2,060
Mine administration	374	525	1,042	1,071
Machine maintenance	104	509	420	1,196
Royalty	253	199	793	280
Inventory impairment	553	-	696	-
Change in inventory	(653)	(226)	(1,323)	(315)
Other	117	72	275	176
	\$ 5,068	\$ 3,798	\$ 11,567	\$ 11,261

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

### 18 Finance cost

	Note	Three months ended September 30,		Nine months ended September 30,	
		2020	2019	2020	2019
Accretion - Decommissioning obligation		\$ 16	\$ 15	\$ 46	\$ 45
Interest expense – Accendo loan	12	39	43	88	153
Transaction costs		148	-	148	-
Interest on lease liabilities	13	2	16	18	56
Other finance cost		-	2	2	4
		\$ 205	\$ 76	\$ 302	\$ 258

### 19 Segmented disclosure

The Company operates in two geographical and two operating segments. The operating segments are managed separately based on the nature of operations. Mining operations consists of the Batamote project which ceased operations on March 31, 2019, and the Cerro Prieto project currently operational and exploration and evaluation the El Mozo project, which was abandoned during the year ended December 31, 2019.

All of the Company's revenue is generated in Mexico. Other selected financial information by geographical segment is as follows:

	As at September 30, 2020			As at December 31, 2019		
	Canada	Mexico	Total	Canada	Mexico	Total
<b>Assets</b>						
Cash and cash equivalents	\$ 492	\$ 90	\$ 582	\$ 129	\$ 431	\$ 560
Investments	786	-	786	371	-	371
Other receivables and prepaid expenses	125	1,562	1,687	194	1,429	1,623
Inventory	-	2,640	2,640	-	1,956	1,956
Right of use asset	87	8	95	165	154	319
Property, plant and equipment	-	1,534	1,534	-	1,835	1,835
Mineral property	-	2,267	2,267	-	3,018	3,018
<b>Liabilities</b>						
Accounts payable and accrued liabilities	(977)	(4,645)	(5,622)	(1,007)	(3,944)	(4,951)
Tax payable	-	(25)	(25)	-	(349)	(349)
Loan payable	-	(1,526)	(1,526)	-	(733)	(733)
Lease liability	(98)	(10)	(108)	(177)	(165)	(342)
Warrant liability	(421)	-	(421)	-	-	-
Decommissioning obligation	-	(1,677)	(1,677)	-	(1,631)	(1,631)



# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

Selected financial information by operating segments is as follows:

	As at September 30, 2020			As at December 31, 2019		
	Production	Corporate	Total	Production	Corporate	Total
<b>Assets</b>						
Cash and cash equivalents	\$ 443	\$ 139	\$ 582	\$ 431	\$ 129	\$ 560
Investments	-	786	786	-	371	371
Other receivables and prepaid expenses	1,562	125	1,687	1,429	194	1,623
Inventory	2,640	-	2,640	1,956	-	1,956
Right of use asset	8	87	95	154	165	319
Property, plant and equipment	1,534	-	1,534	1,835	-	1,835
Mineral property	2,267	-	2,267	3,018	-	3,018
<b>Total assets</b>	\$ 8,454	\$ 1,137	\$ 9,591	\$ 8,823	\$ 859	\$ 9,682

For the nine months ended September 30, 2020

	Corporate	Cerro Prieto	Batamote	El Mozo	Total
Revenue	-	13,301	-	-	13,301
Income before income taxes	(1,074)	(691)	-	-	(1,765)

For the three months ended September 30, 2020

	Corporate	Cerro Prieto	Batamote	El Mozo	Total
Revenue	-	4,746	-	-	4,746
(Loss) income before income taxes	(252)	(1,452)	-	-	(1,704)

For the nine months ended September 30, 2019

	Corporate	Cerro Prieto	Batamote	El Mozo	Total
Revenue	-	8,189	6,386	-	14,575
(Loss) income before income taxes	(680)	875	(218)	(2,606)	(2,629)

For the three months ended September 30, 2019

	Corporate	Cerro Prieto	Batamote	El Mozo	Total
Revenue	-	4,901	-	-	4,901
(Loss) income before income taxes	(362)	124	-	(2,602)	(2,840)

# Goldgroup Mining Inc.

## Notes to Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2020 and 2019

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

### 20 Commitments

- a. In 2011, the Company acquired the Caballo Blanco project held previously by Almaden Minerals Ltd. (“Almaden”). As part of the consideration, the Company may have to issue up to an additional 7.0 million common shares of the Company upon achievement of certain project milestones. As a result, the Company recorded a contingent share consideration of \$3,305 (December 31, 2019 - \$3,305). Subsequent to the sale of Caballo Blanco to Timmins Gold in fiscal 2014, the terms of these contingent shares remained unchanged. Pursuant to a plan of arrangement the right to receive shares has been transferred to Almadex Minerals Limited.
- b. The Company was entitled to receive an additional contingent consideration from the 2014 Caballo Blanco sale of \$5.0 million (“Contingent Gain”) that would become payable in cash, Timmins Gold shares, or a combination thereof (at the option of Timmins Gold, provided that the Company’s ownership in Timmins Gold will not exceed 9.9% at any time) should any of the following events occur prior to October 31, 2019:
- The approval of the Project’s Environmental Impact Statement from SEMARNAT (“Environmental Permit”); or
  - A change in beneficial ownership of Timmins Gold of greater than 50%; or
  - The removal or change, at one time, of a majority of the current members of the Timmins Gold Board of Directors

During the year ended December 31, 2016, the Company sold the contingent receivable to Credipresto for cash consideration of \$1,900, which was paid upon execution and the proceeds were used to pay back the principal of the Facility and recognizing a gain on sale of \$1,900. An additional \$600 will be contingently payable to the Company by Credipresto when the owner of Caballo Blanco receives the Environmental Permit. Although the Company may become entitled to the contingent payments, the value of these payments has not been recognized in the statement of financial position as at September 30, 2020 due to the level of uncertainty surrounding the conditions required for the payments.

### 21 Capital management

The capital of the Company consists of items included in shareholder’s equity (deficiency). The Company’s objectives for capital management are to safeguard its ability to support the Company’s normal operating requirement on an ongoing basis, continue the operations, development and exploration of its mineral properties and support any expansionary plans.

The Company manages its capital structure and makes adjustments in light of changes in its economic environment and the risk characteristics of the Company’s assets. To effectively manage the entity’s capital requirements, the Company has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. As at September 30, 2020, the Company expects its capital resources will require additional financial support for its normal operating requirements, planned development and exploration of its mineral properties for the next twelve months. There are no externally imposed capital requirements to which the Company has not complied.

### 22 Supplemental cash flow information

Supplemental cash flow information	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
Depreciation and depletion included in inventory	\$ 61	\$ (96)	\$ (177)	\$ (249)
Warrant liability established on private placement	445	-	445	-
Recognition of right of use asset and liability	-	-	-	572
Derecognition of right of use asset and liability	-	-	133	-