



WESDOME GOLD MINES LTD.  
CONDENSED INTERIM CONSOLIDATED  
FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED  
MARCH 31, 2013



## **MESSAGE TO SHAREHOLDERS**

In the first quarter we took steps to improve overall fiscal performance over the short to medium term. Unfortunately, this involved a tough decision to place Kiena on care and maintenance despite our long-term belief in this asset, its significant resources and its obvious exploration potential. We are focused on the Eagle River Complex where modest infrastructure investment and careful mining will generate superior returns on investment for our shareholders. This should really kick-in on the financial statements in the second half of the year, as Kiena costs phase out.

The first quarter demonstrates the focus on careful mining with improved grades and margins. We are also excited by deep drill targets at Eagle River and are hopeful positive results of this work will be available to compliment improved financials in the second half.

Thank you to our miners, patient shareholders and supporters.

On behalf of the Board,

A handwritten signature in black ink, appearing to read 'Donovan Pollitt', with a stylized flourish at the end.

Donovan Pollitt, P.Eng., CFA  
*President and CEO*

May 8, 2013

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **First Quarter Report**

**March 31, 2013**

This Management's Discussion and Analysis ("MD&A") dated May 8, 2013, should be read in conjunction with Wesdome Gold Mines Ltd.'s ("Wesdome" or "the Company") unaudited condensed interim consolidated financial statements for the three months ended March 31, 2013, and their related notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

This MD&A contains "forward-looking statements" that are subject to risk factors set out in the cautionary statement below. All figures are in Canadian dollars unless otherwise stated. Additional information on Wesdome, including current and previous years' Annual Information Forms ("AIF") and other corporate information, can be found at [www.wesdome.com](http://www.wesdome.com) or [www.sedar.com](http://www.sedar.com). Wesdome trades on the Toronto Stock Exchange under the symbol "WDO". The Company's head office is at 8 King Street East, Suite 1305, Toronto, Ontario, Canada.

### **CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS**

All statements, other than statements of historical fact, constitute "forward-looking statements" and are based on expectations, estimates and projections as at the date of this MD&A. The words "believe", "expect", "anticipate", "plan", "intend", "continue", "estimate", "may", "will", "schedule" and similar expressions identify forward-looking statements. The Company cautions the reader that such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Wesdome to be materially different from the Company's estimated future results, performance or achievements expressed or implied by the forward-looking statements and the forward-looking statements are not guarantees of future performance. Factors that could cause results or events to differ materially from current expectations expressed or implied are inherent to the gold mining industry and include, but are not limited to, those discussed in the section entitled "Risks and Uncertainties". The Company does not intend, and does not assume any obligation to update these forward-looking statements, whether as a result of new information, future events or results or otherwise except as required by applicable laws.

### **OVERALL PERFORMANCE**

The Company owns and operates the Eagle River Mine Complex in Wawa, Ontario and the Kiena Mine Complex in Val-d'Or, Quebec. On January 1, 2012, the Mishi mine in Wawa commenced commercial production. The Eagle River and Mishi mines feed a common mill and are referred to as the Eagle River Complex. The Eagle River mine has been in continuous production since commercial production commenced January 1, 1996. It has produced 929,408 ounces to date. The Kiena mine was purchased by the Company in 2003. It restarted commercial production on August 1, 2006. It was previously in production from 1982 – 2002. To date the Kiena mine has produced 1,752,708 ounces of gold.

On March 7, 2013, the Company announced the suspension of operations at the Kiena Mine Complex. This will improve the Company's financial performance, allowing capital allocation to projects with the best shorter term returns to shareholders. Kiena remains a good long-term asset but our mining operations were not viable at the current grades. Accordingly, \$0.6 million of capital expenditures that were incurred from January 1, through March 7, 2013 have been written off.

At March 31, 2013, the Company had \$12.5 million in working capital, and 10,494 ounces of refined gold bullion in inventory. The inventory is carried at cost and is recorded as mining and processing costs in the fiscal period in which it is sold. For the first three months of the year, revenue exceeded

mining and processing costs attributable to sales by \$3.7 million, \$4.0 million in capital costs were incurred and cash flow from operations totalled \$2.8.

In the first quarter of 2013, production increased 16% to 14,529 ounces of gold and gold sales remained the same at 13,000 ounces compared to 2012. Mining and processing costs attributable to sales decreased 7% to average \$1,362 per ounce for the quarter compared to the first quarter of 2012.

Seasonally, the first quarter presents challenging winter conditions, increased fuel, heating and maintenance costs. It was a particularly long, cold and snowy winter.

Market confidence in gold mining is increasingly fragile. Recent declines of 10-15% in the gold price have been partially offset by declines in the \$Cdn/\$US exchange rate. We are confident our high grades at Eagle River offer the best protection from this uncertainty and we remain steadfast in our view that monetary policy supports much higher future gold prices.

For the last three years, the mining industry has been stretched due to unprecedented activity. We see contractor and materials availability easing. Large international capital projects have been suspended and tight risk capital markets have inhibited competing exploration and development projects from junior companies. The intense competitive battle for goods, services and labour is declining in line with the market's confidence.

## RESULTS OF OPERATIONS

Three months ended March 31	2013	2012
<b>EAGLE RIVER COMPLEX</b>		
<i><b>Eagle River Mine</b></i>		
Tonnes milled	27,961	39,086
Recovered grade (g/t)	11.5	5.9
Production (oz)	10,322	7,454
<i><b>Mishi Mine</b></i>		
Tonnes milled	11,410	19,103
Recovered grade (g/t)	3.3	2.3
Production (oz)	1,204	1,382
Surface stockpile (tonnes)	56,999	19,933
<i><b>Total Eagle River Complex</b></i>		
Production (oz)	11,526	8,836
Sales (oz)	10,000	9,000
Bullion revenue (\$000) †	16,469	15,338
Operating costs (\$000) *	10,905	9,621
Mine operating profit (\$000) *	5,564	5,717
<b>KIENA MINE COMPLEX</b>		
Tonnes milled	60,113	59,967
Recovered grade (g/t)	1.6	1.9
Production (oz)	3,003	3,653
Sales (oz)	3,000	4,000
Bullion revenue (\$000) †	4,951	6,707
Operating costs (\$000) *	8,210	8,350
Mine operating loss (\$000) *	(3,259)	(1,643)

**TOTAL MINE OPERATIONS**

Production (oz)	<b>14,529</b>	12,489
Sales (oz)	<b>13,000</b>	13,000
Bullion inventory (oz)	<b>10,494</b>	8,141
Bullion revenue (\$000) <sup>†</sup>	<b>21,420</b>	22,045
Operating costs (\$000) <sup>*</sup>	<b>19,115</b>	17,971
Mine operating profit (\$000) <sup>*</sup>	<b>2,305</b>	4,074
Gold price realized (\$Cdn/oz)	<b>1,648</b>	1,692

**RECONCILIATION OF OPERATING COSTS TO MINING & PROCESSING COSTS**

***Eagle River Complex***

Operating costs (\$000)	<b>10,905</b>	9,621
Inventory-related adjustments (\$000) <sup>††</sup>	<b>(1,461)</b>	3,846
Mining & processing costs (\$000)	<b>9,444</b>	13,467

***Kiena Complex***

Operating costs (\$000)	<b>8,210</b>	8,350
Inventory-related adjustments (\$000) <sup>††</sup>	<b>47</b>	(2,794)
Mining & processing costs (\$000)	<b>8,257</b>	5,556
Total mining & processing costs (\$000) <sup>*</sup>	<b>17,701</b>	19,023

<sup>†</sup> Bullion revenue includes minor by-product silver sales

<sup>\*</sup> The Company has included in this report certain non-IFRS performance measures, including mine operating profit and operating costs. These measures are not defined under IFRS and therefore should not be considered in isolation or as an alternative to or more meaningful than, net income(loss) or cash flow from operating activities as determined in accordance with IFRS as an indicator of our financial performance or liquidity. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow.

<sup>††</sup> Inventory-related adjustments are adjustments made to operating costs in order for the Company's gold bullion inventory to be valued at the lower of production cost on a first-in, first-out basis and at net realizable value, in accordance with its accounting policy under IFRS.

During the first quarter, bullion sales exceeded mining and processing costs attributable to sales by \$3.7 million. In addition to these direct operating costs, additional cash costs, including royalty payments, corporate and general costs and interest payments amounted to \$1.2 million.

At the Eagle River Mine, grades almost doubled compared to the first quarter of 2012. We have commenced a higher grade mining sequence in the 811 zone which will be an important contributor to Eagle production over the next three years. Grade and dilution control remain our focus here with recent encouraging results.

The Mishi Mine generated 1,204 ounces at a recovered grade of 3.3 g Au/tonne. The ore stockpile at the mill grew to 57,000 tonnes from 37,300 tonnes as at December 31, 2012.

During the first quarter, mill throughput averaged 440 tonnes per day compared to 650 tonnes per day last year. Considerable efforts to address an unprecedented series of mechanical failures in the fourth quarter of 2012 are now showing results as of the date of this report. Both recoveries and throughput are improving. Although throughput was off, the grades of ore treated from Eagle River and Mishi increased 95% and 43%, respectively, compared to the first quarter, 2012. With no shortage of millfeed available, we remain focused on improving reliability and capacity of our milling operations in the short, medium, and long-term.

On March 7, 2013, the Company announced its intention to suspend operations at the Kiena Mine by June 30, 2013. Selective mining and processing of developed resources will continue until the mine suspends operations in June.

### Summary of Quarterly Results

(in thousands except per share data)

	2013		2012	
	1 <sup>st</sup> Quarter	4 <sup>th</sup> Quarter	3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Quarter
Total revenue	\$ 21,420	\$ 21,207	\$ 23,108	\$ 25,948
Net (loss) income	(34)	(46,464)	819	700
(Loss) earnings per share basic and diluted	0.00	(0.46)	0.01	0.01

  

	2012		2011	
	1 <sup>st</sup> Quarter	4 <sup>th</sup> Quarter	3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Quarter
Total revenue	\$ 22,045	\$ 17,206	\$ 19,623	\$ 19,220
Net income (loss)	(308)	496	(1,616)	(1,094)
Earnings (loss) per share basic and diluted	(0.00)	0.00	(0.01)	(0.01)

### LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2013, the Company had working capital of \$12.5 million compared to \$13.9 million at December 31, 2012. During the first quarter 2013, capital expenditures totalled \$4.0 million compared to \$3.0 million in 2012. Capital expenditures were concentrated in minesite development, mine and mill infrastructure.

The Company traditionally maintains an inventory of refined gold bullion. At March 31, 2013, this liquid asset consisted of 10,494 ounces of gold with a market value of \$17.0 million. The bullion inventory is carried at the lower of cost or market, in this case at a cost of \$14.9 million or about \$1,420 per ounce average. The costs of this inventory are recognized in the fiscal period in which the gold is sold based on a first-in, first-out inventory basis. Accordingly, recognized costs presented in quarterly and annual financial statements include a component of costs incurred in previous periods.

Additionally, the Mishi ore stockpile at the mill, which totals 56,999 tonnes, is carried in inventory at a cost of \$3.9 million, or \$68 per tonne.

On May 24, 2012, the Company completed a \$7,021,000 placement of unsubordinated convertible debentures. The term is 5-years bearing interest at 7% per annum payable semi-annually and convertible into common shares at \$2.50 per common share. The net proceeds of \$6,821,000, along with cash at hand, were used to redeem existing convertible debentures in the amount of \$10,931,000 that matured on May 31, 2012. This resulted in the Company paying down \$4.1 million in debt.

The result of this financing is that interest costs have declined and working capital has improved by moving the liability component to long term liabilities from short term liabilities.

Management believes we have sufficient liquidity to carry out our mining, development and exploration programs and prefers not to dilute shareholders' interest with equity issues. The Kiena mining suspension will improve our financial position and improve return on capital.

With current gold prices, operations are capable of generating good operating cash flow, as they have in the past.

The following table shows the timing of cash outflows relating to contractual obligations going forward.

Contractual Obligations	Payments Due by Period (in thousands)				
	Tot	Less th: 1 ye	1 - yea	3 - yea	Aft: 5 yea
Equipment leases	\$ 1,3	\$ 9	\$ 4		
Convertible debentures	9,0	4	9	\$ 7,5	
	\$ 10,4	\$ 1,4	\$ 1,4	\$ 7,5	

#### OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

#### TRANSACTIONS WITH RELATED PARTIES

Key management personnel and director compensation comprised of the following:

Three months ended March 31	2013	2012
Salaries and short-term employee benefits	\$ 365	\$ 321
Post employment benefits	12	12
Fair value of share-based compensation	235	126
	\$ 612	\$ 459

In fiscal 2013, the Company paid \$18,875 in directors' fees (2012: \$15,500) to companies whose managing partners are directors of the Company.

#### OUTLOOK

We are more than a quarter of the way to our annual production target of 55,000 ounces. With mill throughput improving and grades up smartly, we can expect to meet or exceed this target.

With a focus on our best margin mining operations and the suspension of mining activities at Kiena, we expect a positive effect on cash flow in the second half of 2013.

We believe modest investment in milling capacity and efficiency at our Eagle River Mine will yield strong returns for our investors. We have no shortage of millfeed.



## **SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

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

(i) *Reserves*

Proven and probable reserves are the economically mineable parts of the Company's measured and indicated mineral resources that have been incorporated into the mine plan. The Company estimates its proven and probable reserves and measured and indicated and inferred mineral resources based on information compiled by appropriately qualified persons. The information relating to the geological data on the size, depth and shape of the ore body requires complex geological judgments to interpret the data. The estimation of future cash flows related to proven and probable reserves is based upon factors such as estimates of foreign exchange rates, commodity prices, future capital requirements and production costs along with geological assumptions and judgments made in estimating the size and grade of the ore body.

Changes in the proven and probable reserves or measured, indicated and inferred mineral resources estimates may impact the carrying value of mining properties and equipment, depletion, impairment assessments and the timing of decommissioning and remediation obligations.

(ii) *Depletion*

Mining properties are depleted using the unit-of-production method ("UOP") over a period not to exceed the estimated life of the ore body based on recoverable ounces to be mined from proven and probable reserves and measured and indicated resources.

Mobile and other equipment is depreciated, net of residual value over the useful life of the equipment but does not exceed the related estimated life of the mine based on proven and probable reserves and measured and indicated resources.

The calculation of the UOP rate, and therefore the annual 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 the 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 depletion and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

(iii) *Provision for decommissioning obligations*

The Company assesses its provision for decommissioning 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

decommissioning obligations requires management to make estimates of the future costs the Company will incur to complete the decommissioning work required to comply with existing laws and regulations at each mining operation. Also, future changes to environmental laws and regulations could increase the extent of decommissioning work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for decommissioning. The provision represents management's best estimate of the present value of the future decommissioning obligation. The actual future expenditures may differ from the amounts currently provided.

*(iv) Share-based payments*

The determination of the fair value of share-based compensation is not based on historical cost, but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate. The expected forfeiture rate is estimated based on historical forfeiture rates and expectations of future forfeiture rates, and is adjusted if the actual forfeiture rate differs from the expected rate.

The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

*(v) Deferred taxes*

Preparation of the consolidated financial statements requires an estimate of income taxes in each of the jurisdictions in which the Company operates. The process involves an estimate of the Company's current tax exposure and an assessment of temporary differences resulting from differing treatment of items, such as depreciation and depletion, for tax and accounting purposes. These differences result in deferred tax assets and liabilities that are included in the Company's consolidated statements of financial position.

An assessment is also made to determine the likelihood that the Company's deferred tax assets will be recovered from future taxable income.

Judgment is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets are realizable. The impact of different interpretations and applications could be material.

*(vi) Recoverability of mining properties*

The Company's management reviews the carrying values of its mining properties on a regular basis to determine whether any write-downs are necessary. The recovery of amounts recorded for mining properties depends on confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. Management relies on life-of-mine ("LOM") plans in its assessments of economic recoverability and probability of future economic benefit. LOM plans provide an economic model to support the economic extraction of reserves and resources. A long-term LOM plan and supporting geological model identifies the drilling and related development work required to expand or further define the existing ore body.

*(vii) Exploration and evaluation expenditures*

Judgment is required in determining whether the respective costs are eligible for capitalization where applicable, and whether they are likely to be recoverable by future exploration, which

may be based on assumptions about future events and circumstances. Estimates and assumptions made may change if new information becomes available.

*(viii) Equity component of convertible debentures*

The convertible debentures are classified as liabilities, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the liability being less than its face value. The discount is being accreted over the term of the debentures, utilizing the effective interest method which approximates the market rate at the date the debentures were issued. Management uses its judgment to determine an interest rate that would have been applicable to non-convertible debt at the time the debentures were issued.

*(ix) Inventory – ore stockpile*

Expenditures incurred and depletion of assets used in mining and processing activities are deferred and accumulated as the cost of ore maintained in stockpiles. These deferred amounts are carried at the lower of cost or NRV. Impairments of ore in stockpiles resulting from NRV impairments are reported as a component of current period costs.

The allocation of costs to ore in stockpiles and the determination of NRV involve the use of estimates. There is a high degree of judgment in estimating future milling costs, future milling levels, prevailing and long-term gold and silver prices, and the ultimate estimated recovery for ore.

**FINANCIAL INSTRUMENTS – DISCLOSURES AND PRESENTATION**

Financial instruments disclosures requires the Company to provide information about: a) the significance of financial instruments for the Company’s financial position and performance and, b) the nature and extent of risks arising from financial instruments to which the Company is exposed during the period and at the statement of financial position date, and how the Company manages those risks.

**Financial Instruments – Fair Values**

Following is a table which sets out the fair values of recognized financial instruments using the valuation methods and assumptions described below:

<u>(in thousands)</u>	<u>March 31, 2013</u>		<u>December 31, 2012</u>	
	<b>Carrying Value</b>	<b>Fair Value</b>	Carrying Value	Fair Value
<u>Financial Liabilities</u>				
Other financial liabilities:				
Convertible 7% debentures – new issue	\$ 7,021	\$ 7,021	\$ 7,021	\$ 7,021

**Determination of Fair Value**

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm’s length transaction between willing parties. The Company uses the following methods and assumptions to estimate fair value of each class of financial instruments for which carrying amounts are included in the consolidated balance sheets as follows:

Cash and cash equivalents and restricted funds – The carrying amounts approximate fair values due to the short maturity of these financial instruments.

Receivables – The carrying amounts approximate fair values due to the short maturity of these financial instruments.

Other financial liabilities – Payables and accruals and the convertible 7% debentures are carried at amortized cost. The carrying amount of payables and accruals approximates

fair value due to the short maturity of these financial instruments. The fair value of the convertible 7% debentures is based on the quoted market price.

The fair value hierarchy for financial instruments measured at fair value is Level 1 for marketable securities. The Company does not have Level 2 or Level 3 inputs.

### **Financial Risk Management**

The Company is exposed to a number of different risks arising from normal course business exposures, as well as the Company's use of financial instruments. These risk factors include: (1) market risks relating to commodity prices, foreign currency risk and interest rate risk; (2) liquidity risk; and, (3) credit risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and establishes and monitors risk management policies to: identify and analyze the risks faced by the Company; to set appropriate risk limits and controls; and to monitor risks and adherence to market conditions and the Company's activities.

#### **1) Market Risk**

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The market price movements that could adversely affect the value of the Company's financial assets and liabilities include commodity price risk, foreign currency exchange risk and interest rate risk.

##### *(a) Commodity price risk*

The Company's financial performance is closely linked to the price of gold which is impacted by world economic events that dictate the levels of supply and demand. The Company had no gold price hedge contracts in place as at or during the three months ended March 31, 2013.

##### *(b) Foreign currency exchange risk*

The Company's revenue is exposed to changes in foreign exchange rates as the Company's primary product, gold, is priced in U.S. dollars. The Company had no forward exchange rate contracts in place and no foreign currency holdings as at or during the three months ended March 31, 2013.

##### *(c) Interest rate risk*

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash and cash equivalents include highly liquid investments that earn interest at market rates and interest paid on the Company's convertible debentures is based on a fixed interest rate. Fluctuations in market rates of interest do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held.

#### **2) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company believes it has access to sufficient capital through internally generated cash flows and equity and debt capital markets. Senior management is also actively involved in the review and approval of planned expenditures.

The following table shows the timing of cash outflows relating to payables and accruals, mining taxes, capital leases and convertible debentures:

<b>March 31, 2013</b>				
<b>(in thousands)</b>	<b>&lt;1 Year</b>	<b>1-2 Years</b>	<b>3-5 Years</b>	<b>Over 5 Years</b>
Payables & accruals	\$15,555	-	-	-
Finance leases	\$ 909	\$ 470	-	-
Convertible debentures	\$ 491	\$ 983	\$ 7,553	-
 December 31, 2012				
<b>(in thousands)</b>	<b>&lt;1 Year</b>	<b>1-2 Years</b>	<b>3-5 Years</b>	<b>Over 5 Years</b>
Payables & accruals	\$13,996	-	-	-
Finance leases	\$ 991	\$ 695	-	-
Convertible debentures	\$ 491	983	\$ 7,675	-

### 3) **Credit Risk**

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company minimizes its credit risk by selling its gold exclusively to financial institutions with forty-eight hour terms of settlement. The Company's accounts receivable consist primarily of government refunds and credits. The Company estimates its maximum exposure to be the carrying value of cash and cash equivalents, accounts receivable and funds held against standby letters of credit.

The Company manages credit risk by maintaining bank accounts with Schedule 1 Canadian banks and investing only in Guaranteed Investment Certificates. The Company's cash is not subject to any external limitations.

## **RISKS AND UNCERTAINTIES**

The operations of the Company are speculative due to the high risk nature of its business which is the operation, exploration and development of mineral properties. In addition to risks described elsewhere herein, shareholders should note the following:

### **Nature of Mineral Exploration**

The exploration for and development of mineral deposits involves significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an orebody may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a site. It is impossible to ensure that the exploration programs planned by the Company will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

### **Mining Risks and Insurance**

The business of mining is generally subject to a number of risks and hazards, including environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geologic formations, cave-ins, flooding and periodic interruptions due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or

producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability. Insurance against environmental risks (including potential for pollution or other hazards as a result of disposal of waste products occurring from exploration and production) is not generally available to the Company or to other companies within the industry.

### **Government Regulations and Environmental Matters**

The Company's activities are subject to extensive federal, provincial and local laws and regulations controlling not only the mining of and exploration for mineral properties, but also the possible effects of such activities upon the environment. Permits from a variety of regulatory authorities are required for many aspects of mine operation and reclamation. Future legislation and regulations could cause additional expense, capital expenditures, restrictions and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permitting, including the approval of reclamation plans, the Company must comply with known standards, existing laws and regulations which may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. It is possible that the costs and delays associated with compliance with such laws, regulations and permits could become such that the Company would not proceed with the development or operation of a mine.

In Ontario, the Company has obtained approval for its closure plan for the Eagle River Mill, Eagle River Mine and the Mishi-Magnacon Complex and has provided security of approximately \$0.9 million to cover estimated rehabilitation and closure costs. In Quebec, the Company has obtained approval for its closure plan for the Kiena Mine and Milling Complex and has provided security of approximately \$1.0 million to cover estimated rehabilitation and closure costs. In the event of any future expansion or alteration of a mine on the Eagle River property or the Kiena Mine, the Company would likely be required to amend its closure plans and could also be required to provide further security.

### **Reliance on Management**

The Company is heavily reliant on the experience and expertise of its executive officers. If any of these individuals should cease to be available to manage the affairs of the Company, its activities and operations could be adversely affected.

### **Economic Conditions**

General levels of economic activity and recessionary conditions may have an adverse impact on the Company's business.

### **Mineral Resource and Mineral Reserve Estimates**

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral resources and mineral reserves estimate is a function of the quality of available data and of the assumptions made and judgements used in engineering and geological interpretation. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material effect in the future on the Company's financial position and results of operations.

### **Competition**

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities in its search for, and the acquisition of, mineral properties as well as the recruitment and retention of qualified employees with technical skills and experience in the mining industry. There can be no assurance that the Company will be able to compete successfully with others in acquiring mineral properties, obtaining adequate financing and continuing to attract and retain skilled and experienced employees.

### **Conflicts of Interest**

Certain officers and directors of the Company are, or may be, associated with other companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time. The directors are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. Not every officer or director devotes all of their time and attention to the affairs of the Company.

### **Insurance**

The Company carries insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution, mine flooding or other hazards against which such companies cannot insure or against which they may elect not to insure.

### **Additional Funding Requirements**

Further exploration on, and development of, the Company's mineral resource properties, will require additional capital. In addition, a positive production decision on any of the Company's development projects would require significant capital for project engineering and construction. Accordingly, the continuing development of the Company's properties will depend upon the Company's ability to either generate sufficient funds internally or to obtain financing through the joint venturing of projects, debt financing, equity financing or other means. Although the Company has been successful in the past in obtaining financing through the sale of equity securities and the issuance of debt instruments, there can be no assurance that it will obtain adequate financing in the future.

### **SUMMARY OF SHARES ISSUED**

As of May 8, 2013, the Company's share information is as follows:

Common shares issued	<u>101,788,459</u>
Common share purchase options	<u>1,823,000</u>

### **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

#### **Disclosure Controls and Procedures**

In accordance with the requirements of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, the Company's management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), have evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's CEO and CFO have concluded that as at March 31, 2013, the Company's disclosure controls and procedures to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported within the appropriate time periods and forms were effective.

#### **Internal Control over Financial Reporting**

Internal control over financial reporting ("ICFR") is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable Canadian GAAP. Internal control over financial reporting should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of our assets
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable Canadian GAAP

- receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial instruments

The Company's management, with the participation of the CEO and CFO, assessed the effectiveness of the Company's internal controls over financial reporting and concluded that as at March 31, 2013, the Company's internal control over financial reporting was effective.

**Limitations of Controls and Procedures**

The Company's management, including the CEO and CFO, believe that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that any design will not succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.



**WESDOME GOLD MINES LTD.**

**MANAGEMENT'S COMMENTS ON  
UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**NOTICE OF NO AUDIT OR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the 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 financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

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**Wesdome Gold Mines Ltd.****Condensed Interim Consolidated Statements of Financial Position**

(Unaudited, expressed in thousands of Canadian dollars)

	March 31 2013	December 31 2012
<b>Assets</b>		
Current		
Cash and cash equivalents	\$ 2,097	\$ 4,633
Restricted funds – short term (Note 8)	200	200
Receivables (Note 6)	4,796	4,298
Inventory (Note 7)	21,849	19,633
	<u>28,942</u>	<u>28,764</u>
Restricted funds (Note 8)	2,385	2,381
Deferred income taxes	14,422	14,870
Mining properties, plant and equipment (Note 9)	34,380	32,681
Exploration properties (Note 11)	30,256	30,154
	<u>\$ 110,385</u>	<u>\$ 108,850</u>
<b>Liabilities</b>		
Current		
Payables and accruals	\$ 15,555	\$ 13,996
Current portion of obligations under finance leases	886	898
	<u>16,441</u>	<u>14,894</u>
Income taxes payable	22	22
Obligations under finance leases (Note 12)	436	641
Convertible 7% debentures (Note 13)	5,816	5,760
Provisions (Note 14)	2,566	2,545
	<u>25,281</u>	<u>23,862</u>
<b>Equity</b>		
Equity attributable to owners of the Company		
Capital stock (Note 15)	122,651	122,651
Contributed surplus	2,181	2,059
Equity component of convertible debentures (Note 13)	870	870
Deficit	(40,976)	(41,009)
	<u>84,726</u>	<u>84,571</u>
Non-controlling interest	378	417
Total equity	<u>85,104</u>	<u>84,988</u>
	<u>\$ 110,385</u>	<u>\$ 108,850</u>

See accompanying notes to the condensed interim consolidated financial statements.

**Wesdome Gold Mines Ltd.**  
**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Unaudited, expressed in thousands of Canadian dollars)

Three months ended March 31	2013	2012
<b>Revenue</b>		
Gold and silver bullion	\$ 21,420	\$ 22,045
<b>Operating expenses</b>		
Mining and processing	17,701	19,023
Depletion of mining properties	1,358	1,879
Production royalties	319	230
Corporate and general	648	682
Share based compensation	146	173
Impairment charges (Note 10)	633	-
	<b>20,805</b>	<b>21,987</b>
Income from operations	615	58
Interest and other income	20	89
Interest on long term debt	(197)	(376)
Other interest	(3)	(15)
Accretion of decommissioning liability	(21)	(14)
Income (loss) before income tax	414	(258)
Income tax expense		
Current	-	-
Deferred	448	50
	<b>448</b>	<b>50</b>
Net loss	<b>(34)</b>	<b>(308)</b>
Total comprehensive loss	\$ <b>(34)</b>	\$ <b>(308)</b>
Net income (loss) and total comprehensive income (loss) attributable to:		
Non-controlling interest	\$ <b>(42)</b>	\$ <b>(39)</b>
Owners of the Company	<b>8</b>	<b>(269)</b>
	\$ <b>(34)</b>	\$ <b>(308)</b>
Earnings and comprehensive earnings per share		
Basic (Note 17)	\$ <b>0.00</b>	\$ 0.00
Diluted (Note 17)	\$ <b>0.00</b>	\$ 0.00

See accompanying notes to the condensed interim consolidated financial statements.

## Wesdome Gold Mines Ltd.

### Condensed Interim Consolidated Statements of Total Equity

(Unaudited, expressed in thousands of Canadian dollars)

	Capital Stock	Contributed Surplus			Equity Component Convertible Debentures	Retained Earnings (Deficit)	Total Attributable to Owners of the Company	Non-controlling Interest	Total Equity
		Share Based Payments	Share Repurchases	Dilution Gains					
Balance, December 31, 2011	\$ 122,685	\$ 1,064	\$ 383	\$ 513	\$ 1,970	\$ 1,585	\$ 128,200	\$ 607	\$ 128,807
Net loss for the three months ended March 31, 2012	-	-	-	-	-	(269)	(269)	(39)	(308)
Value attributed to options expired	-	(46)	-	-	-	46	-	-	-
Share based payments	-	173	-	-	-	-	173	-	173
Shares purchased under normal course issuer bid	(17)	-	-	-	-	(4)	(21)	-	(21)
Balance, March 31, 2012	122,668	1,191	383	513	1,970	1,358	128,083	568	128,651
Net loss for the nine months ended December 31, 2012	-	-	-	-	-	(44,789)	(44,789)	(156)	(44,945)
Value attributed to options expired	-	(448)	-	-	-	448	-	-	-
Share based payments	-	428	-	-	-	-	428	-	428
Shares purchased under normal course issuer bid	(17)	-	(8)	-	-	4	(21)	-	(21)
Subsidiary capital transactions	-	-	-	-	-	-	-	5	5
Redemption of convertible debentures	-	-	-	-	(1,970)	1,970	-	-	-
Equity component of convertible debentures	-	-	-	-	870	-	870	-	870
Balance, December 31, 2012	122,651	1,171	375	513	870	(41,009)	84,571	417	84,988
Net income (loss) for the three months ended March 31, 2013	-	-	-	-	-	8	8	(42)	(34)
Value attributed to options expired	-	(25)	-	-	-	25	-	-	-
Share based payments	-	147	-	-	-	-	147	-	147
Redemption of convertible debentures	-	-	-	-	-	-	-	3	3
Balance, March 31, 2013	\$ 122,651	\$ 1,293	\$ 375	\$ 513	\$ 870	\$ (40,976)	\$ 84,726	\$ 378	\$ 85,104

See accompanying notes to the condensed interim consolidated financial statements.

## Wesdome Gold Mines Ltd.

### Condensed Interim Consolidated Statements of Cash Flows

(Unaudited, expressed in thousands of Canadian dollars)

Three months ended March 31	2013	2012
<b>Operating activities</b>		
Net loss	\$ (34)	\$ (308)
Depletion of mining properties	1,358	1,879
Accretion of discount on convertible debentures	56	154
Impairment charges	633	-
Loss on sale of equipment	2	-
Share-based compensation	146	173
Deferred income taxes	448	50
Interest expensed	141	222
Accretion of decommissioning liability	21	14
	2,771	2,184
Net changes in non-cash working capital (Note 21)	(1,196)	(413)
	1,575	1,771
<b>Financing activities</b>		
Funds paid to repurchase common shares under NCIB	-	(21)
Repayment of obligations under finance leases	(217)	(255)
Interest paid	(141)	(222)
	(358)	(498)
<b>Investing activities</b>		
Additions to mining and exploration properties	(4,000)	(2,965)
Proceeds on sale of equipment	16	-
Funds held against standby letters of credit	(4)	330
	(3,988)	(2,635)
Net changes in non-cash working capital (Note 21)	235	(7)
	(3,753)	(2,642)
Decrease in cash and cash equivalents	(2,536)	(1,369)
Cash and cash equivalents, beginning of period	4,633	5,215
Cash and cash equivalents, end of period	\$ 2,097	\$ 3,846

Supplemental disclosure (Note 21)

*See accompanying notes to the condensed interim consolidated financial statements.*

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## **Wesdome Gold Mines Ltd.**

### **Notes to the Condensed Interim Consolidated Financial Statements**

(Unaudited, tabular amounts expressed in thousands of Canadian dollars)

Three months ended March 31, 2013

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#### **1. DESCRIPTION OF BUSINESS**

Wesdome Gold Mines Ltd. ("Wesdome Ltd." or "the Company") is a gold producer engaged in mining and related activities including exploration, extraction, processing and reclamation. The Company's principal assets include the Eagle River mine, the Mishi mine and the Eagle River mill located near Wawa, Ontario and the Kiena mining and milling complex and exploration properties located in Val D'Or, Quebec. The Company is a publicly traded company, continued under Part 1A of the Companies Act (Quebec) and its common shares are listed on the Toronto Stock Exchange (TSX: WDO). Wesdome's head office is located at 8 King Street East, Suite 1305, Toronto, ON, M5C 1B5.

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#### **2. BASIS OF PRESENTATION**

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These condensed interim consolidated financial statements are presented in Canadian dollars ("Cdn \$"), which is also the functional currency of the Company.

These condensed interim consolidated financial statements were authorized for issuance by the Board of Directors of the Company on May 8, 2013.

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#### **3. SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Company's condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the condensed interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

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

(i) *Reserves*

Proven and probable reserves are the economically mineable parts of the Company's measured and indicated mineral resources that have been incorporated into the mine plan. The Company estimates its proven and probable reserves and measured and indicated and inferred mineral resources based on information compiled by appropriately qualified persons. The information relating to the geological data on the size, depth and shape of the ore body requires complex geological judgments to interpret the data. The estimation of future cash flows related to proven and probable reserves is based upon factors such as estimates of foreign exchange rates, commodity prices, future capital requirements and production costs along with geological assumptions and judgments made in estimating the size and grade of the ore body.

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**Wesdome Gold Mines Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
(Unaudited, tabular amounts expressed in thousands of Canadian dollars)  
Three months ended March 31, 2013

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**3. SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)**

Changes in the proven and probable reserves or measured, indicated and inferred mineral resources estimates may impact the carrying value of mining properties and equipment, depletion, impairment assessments and the timing of decommissioning and remediation obligations.

*(ii) Depletion*

Mining properties are depleted using the unit-of-production method ("UOP") over a period not to exceed the estimated life of the ore body based on recoverable ounces to be mined from proven and probable reserves and measured and indicated resources.

Mobile and other equipment is depreciated, net of residual value over the useful life of the equipment but does not exceed the related estimated life of the mine based on proven and probable reserves and measured and indicated resources.

The calculation of the UOP rate, and therefore the annual 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 the 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 depletion and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

*(iii) Provision for decommissioning obligations*

The Company assesses its provision for decommissioning 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 decommissioning obligations requires management to make estimates of the future costs the Company will incur to complete the decommissioning work required to comply with existing laws and regulations at each mining operation. Also, future changes to environmental laws and regulations could increase the extent of decommissioning work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for decommissioning. The provision represents management's best estimate of the present value of the future decommissioning obligation. The actual future expenditures may differ from the amounts currently provided.

*(iv) Share-based payments*

The determination of the fair value of share-based compensation is not based on historical cost, but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate. The expected forfeiture rate is estimated based on historical forfeiture rates and expectations of future forfeiture rates, and is adjusted if the actual forfeiture rate differs from the expected rate.

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**Wesdome Gold Mines Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
(Unaudited, tabular amounts expressed in thousands of Canadian dollars)  
Three months ended March 31, 2013

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**3. SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)**

The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

(v) *Deferred taxes*

Preparation of the condensed interim consolidated financial statements requires an estimate of income taxes in each of the jurisdictions in which the Company operates. The process involves an estimate of the Company's current tax exposure and an assessment of temporary differences resulting from differing treatment of items, such as depreciation and depletion, for tax and accounting purposes. These differences result in deferred tax assets and liabilities that are included in the Company's condensed interim consolidated statements of financial position.

An assessment is also made to determine the likelihood that the Company's deferred tax assets will be recovered from future taxable income.

Judgment is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets are realizable. The impact of different interpretations and applications could be material.

(vi) *Recoverability of mining properties*

The Company's management reviews the carrying values of its mining properties on a regular basis to determine whether any write-downs are necessary. The recovery of amounts recorded for mining properties depends on confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. Management relies on life-of-mine ("LOM") plans in its assessments of economic recoverability and probability of future economic benefit. LOM plans provide an economic model to support the economic extraction of reserves and resources. A long-term LOM plan and supporting geological model identifies the drilling and related development work required to expand or further define the existing ore body.

(vii) *Exploration and evaluation expenditures*

Judgment is required in determining whether the respective costs are eligible for capitalization where applicable, and whether they are likely to be recoverable by future exploration, which may be based on assumptions about future events and circumstances. Estimates and assumptions made may change if new information becomes available.

(viii) *Equity component of convertible debentures*

The convertible debentures are classified as liabilities, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the liability being less than its face value. The discount is being accreted over the term of the debentures, utilizing the effective interest method which approximates the market rate at the date the debentures were issued. Management uses its judgment to determine an interest rate that would have been applicable to non-convertible debt at the time the debentures were issued.



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**Wesdome Gold Mines Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
(Unaudited, tabular amounts expressed in thousands of Canadian dollars)  
Three months ended March 31, 2013

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**3. SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)**

(ix) *Inventory – ore stockpile*

Expenditures incurred and depletion of assets used in mining and processing activities are deferred and accumulated as the cost of ore maintained in stockpiles. These deferred amounts are carried at the lower of cost or NRV. Impairments of ore in stockpiles resulting from NRV impairments are reported as a component of current period costs.

The allocation of costs to ore in stockpiles and the determination of NRV involve the use of estimates. There is a high degree of judgment in estimating future milling costs, future milling levels, prevailing and long-term gold and silver prices, and the ultimate estimated recovery for ore.

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**4. CHANGES IN ACCOUNTING POLICIES**

The Company has adopted the following new standards, along with any consequential amendments, effective January 1, 2013. These changes were made in accordance with the applicable transitional provisions.

**IFRS 10 – Consolidated Financial Statements**

In May 2011, the IASB issued IFRS 10, “*Consolidated Financial Statements*”, to replace IAS 27, “*Consolidated and Separate Financial Statements*”, and SIC 12, “*Consolidation – Special Purpose Entities*”. The new consolidation standard changes the definition of control so that the same criteria apply to all entities, both operating and special purpose entities, to determine control. The revised definition focuses on the need to have both power and variable returns before control is present. The Company determined that the adoption of IFRS 10 did not result in any change in the financial statements.

**IFRS 11 – Joint Arrangements**

In May 2011, the IASB issued IFRS 11, “*Joint Arrangements*”, to replace IAS 31, “*Interests in Joint Ventures*”. The new standard defines two types of arrangements: Joint Operations and Joint Ventures. The focus of the standard is to reflect the rights and obligations of the parties involved in the joint arrangement, regardless of whether the joint arrangement operates through a separate legal entity. Joint arrangements that are classified as joint ventures are accounted for using the equity method of accounting. Joint arrangements that are classified as joint operations require the venturers to recognize the individual assets, liabilities, revenues and expenses to which they have legal rights or are responsible. The Company determined that the adoption of IFRS 11 did not result in any change in the financial statements.

**IFRS 12 – Disclosure of Interests in Other Entities**

In May 2011, the IASB issued IFRS 12 “*Disclosure of Interests in Other Entities*”, to create a comprehensive disclosure standard to address the requirements for subsidiaries, joint arrangements and associates including the reporting entity’s involvement with other entities. It also includes the requirements for unconsolidated structured entities (i.e. special purpose entities). The adoption of IFRS 12 did not result in any change in disclosure in the financial statements.

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**Wesdome Gold Mines Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
(Unaudited, tabular amounts expressed in thousands of Canadian dollars)  
Three months ended March 31, 2013

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**4. CHANGES IN ACCOUNTING POLICIES (continued)**

**IFRS 13 – Fair Value Measurement**

In May 2011, the IASB issued IFRS 13 “*Fair Value Measurement*”, as a single source of guidance for all fair value measurements required by IFRS to reduce the complexity and improve consistency across its application. The standard provides a definition of fair value and guidance on how to measure fair value as well as a requirement for enhanced disclosures. The adoption of IFRS 13 did not result in any change in disclosure in the financial statements.

**IFRIC 20 – Stripping Costs in the Production Phase of a Surface Mine**

In October 2011, the IASB issued IFRIC 20 “*Stripping Costs in the Production Phase of a Surface Mine*”. IFRIC 20 provides guidance on the accounting for the costs of stripping activities during the production phase of surface mining when two benefits accrue to the entity as a result of the stripping: useable ore that can be used to produce inventory and improved access to further quantities of material that will be mined in future periods. We have adopted IFRIC 20, effective January 1, 2013. As there was no stripping-related asset on the statement of financial position as at January 1, 2012, no adjustment was required as a result of the adoption of IFRIC 20.

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**5. UPCOMING CHANGES IN ACCOUNTING STANDARDS**

**IFRS 9 – Financial Instruments: Classification and Measurement**

In November, 2009, the IASB issued IFRS 9 which proposes to replace IAS 39. The replacement standard has the following significant components: establishes two primary measurement categories for financial assets – amortized cost and fair value; establishes criteria for classification of financial assets within the measurement category based on business model and cash flow characteristics; and eliminates existing held to maturity, available for sale and loans and receivable categories.

This standard is effective for the Company’s annual year end beginning January 1, 2015. The Company will evaluate the impact of the change to its consolidated financial statements based on the characteristics of its financial instruments at the time of adoption.

**Amendments to Other Standards**

In addition, there have been amendments to existing standards, including IAS 27, “*Separate Financial Statements*” (IAS 27), and IAS 28, “*Investments in Associates and Joint Ventures*” (IAS 28). IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to 13. The Company is currently in the process of analyzing the impact of these amendments on the consolidated financial statements.

The IASB is expected to publish new IFRSs on the following topics in the near future. The Company will assess the impact of these new standards on the Company’s operations as they are published:

- IAS 18 “*Revenue Recognition*”

**Wesdome Gold Mines Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
(Unaudited, tabular amounts expressed in thousands of Canadian dollars)  
Three months ended March 31, 2013

**6. RECEIVABLES**

	March 31 2013	December 31 2012
Mining duties refunds and tax credits	\$ 412	\$ 412
Goods and services tax	3,950	3,340
Prepays	156	91
Deposits	150	150
Other	128	305
	<b>\$ 4,796</b>	<b>\$ 4,298</b>

**7. INVENTORY**

	March 31 2013	December 31 2012
Gold bullion	\$ 14,894	\$ 13,287
Supplies	3,053	3,166
Ore stockpiles	3,902	3,180
	<b>\$ 21,849</b>	<b>\$ 19,633</b>

**8. RESTRICTED FUNDS**

	March 31 2013	December 31 2012
Relating to mine closure plans (Note 14)	\$ 1,970	\$ 1,966
Relating to hydro deposit	415	415
Relating to finance leases/equipment rental	200	200
	<b>2,585</b>	<b>2,581</b>
Less current portion	<b>200</b>	<b>200</b>
	<b>\$ 2,385</b>	<b>\$ 2,381</b>

Funds are being held in Guaranteed Investment Certificates at interest rates ranging from 0.89% to 0.90% (2012: 0.89% to 0.95%) maturing to November, 2013.

**9. MINING PROPERTIES, PLANT AND EQUIPMENT**

<b>Gross Carrying Amount</b>	Eagle River Complex	Kiena Mine Complex	Total
Balance, December 31, 2011	\$ 44,941	\$ 88,822	\$ 133,763
Additions	6,294	4,728	11,022
Disposals	(38)	-	(38)
Impairment charges (Note 10)	-	(60,948)	(60,948)
Change in decommissioning provision	521	377	898
Balance, December 31, 2012	51,718	32,979	84,697
Additions	3,269	633	3,902
Disposals	(29)	-	(29)
Impairment charges (Note 10)	-	(633)	(633)
Balance, March 31, 2013	<b>\$ 54,958</b>	<b>\$ 32,979</b>	<b>\$ 87,937</b>

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**Wesdome Gold Mines Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
(Unaudited, tabular amounts expressed in thousands of Canadian dollars)  
Three months ended March 31, 2013

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**9. MINING PROPERTIES, PLANT AND EQUIPMENT (continued)**

<b>Accumulated Depletion</b>	Eagle River Complex	Kiena Mine Complex	Total
Balance, December 31, 2011	\$ (15,926)	\$ (27,723)	\$ (43,649)
Depletion	(4,582)	(3,785)	(8,367)
Balance, December 31, 2012	(20,508)	(31,508)	(52,016)
Depletion	<b>(1,538)</b>	<b>(3)</b>	<b>(1,541)</b>
Balance, March 31, 2013	<b>\$ (22,046)</b>	<b>\$ (31,511)</b>	<b>\$ (53,557)</b>
Carrying Amount, December 31, 2011	\$ 29,015	\$ 34,633	\$ 90,114
Carrying Amount, December 31, 2012	\$ 31,210	\$ 1,471	\$ 32,681
Carrying Amount, March 31, 2013	<b>\$ 32,912</b>	<b>\$ 1,468</b>	<b>\$ 34,380</b>

**Eagle River Complex**

The Eagle River mine complex consists of the Eagle River mine, the Mishi mine and the Eagle River mill and all related infrastructure and equipment.

The Eagle River mine is subject to a 2% net smelter return royalty payable to the original vendors of the property.

The Mishi mine is subject to royalty payments of \$1 per tonne for open pit mining and \$2 per tonne for underground mining in respect of ore mined and milled from the underlying claims in excess of 700,000 tonnes. Ore milled to date totals 200,410 tonnes.

**Kiena Mine Complex**

The Kiena mine complex consists of the Kiena mine concession, Kiena mill, related infrastructure and equipment and 165 mining claims in the Township of Dubuisson, Quebec.

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**10. IMPAIRMENT**

During the year ended December 31, 2012, the Company recorded impairment charges aggregating \$61.9 million, comprised of \$60.9 million at the Kiena Mine Complex and \$1.0 million at Pukaskwa (Note 11).

The fact that the Company's market capitalization was below the book value of the net assets on the balance sheet was considered an indicator of impairment.

As a result of the amount of uncertainty in estimating the value of the Kiena Mine Complex, the Company determined that the FVLCTS of the property is equal to its residual value which consists of the salvage value of its equipment. This was determined to be appropriate as there are currently no bids for the property, and no comparable transactions in the market. Furthermore, the current best estimate of the fair value to an acquirer would be the salvage value of the equipment.

Subsequent to year-end, the Company received a report based on a preliminary LOM study which confirmed the estimated FVLCS and cast doubt on the current economic viability of the Kiena Mine Complex. As a result of the report, the Company decided on March 7, 2013, that it would suspend mining operations at the Kiena Mine Complex by June 30, 2013. Consequently, the Company incurred an additional impairment charge of \$0.6 million relating to development costs incurred between December 31, 2012 and March 7, 2013.

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**11. EXPLORATION PROPERTIES**

	Wesdome Group	Moss Lake	Magnacon	Pukaskwa	Total
Balance, December 31, 2011	\$ 24,793	\$ 3,109	\$ 2,034	\$ 950	\$ 30,886
Exploration expenditures	-	218	-	-	218
Impairment charge (Note 10)	-	-	-	(950)	(950)
Balance, December 31, 2012	\$ 24,793	\$ 3,327	\$ 2,034	\$ -	\$ 30,154
Exploration expenditures	-	102	-	-	102
Balance, March 31, 2013	<b>\$ 24,793</b>	<b>\$ 3,429</b>	<b>\$ 2,034</b>	<b>\$ -</b>	<b>\$ 30,256</b>

**The Wesdome Group Properties**

The Wesdome Group Properties include the Wesdome, Shawkey, Siscoe and Siscoe-Extension, Mine École, Lamothe, Lamothe-Extension, Yankee Clipper and Callahan properties. These properties, in conjunction with the mining property Kiena mine complex, are contiguous and are integrated into the Company's long term strategy of progressive exploration and development from a central infrastructure.

*Wesdome property*

The Company has a 100% interest in this property which consists of 51 claims totalling 2,003 acres and is located under de Montigny Lake in Vassan and Dubuisson Townships, Quebec and is contiguous to the Kiena mine complex. The property is subject to a 1% net smelter royalty.

*Shawkey properties*

The Company has a 100% interest in the Shawkey and the Shawkey South properties, which are contiguous to the Kiena mine complex and consist of four mining concessions and three mining claims, respectively, in Dubuisson Township, Quebec.

*Siscoe and Siscoe-Extension properties*

The Siscoe property is located in Dubuisson and Vassan Townships, Quebec and consists of two mining concessions. The Siscoe-Extension property consists of 13 contiguous claims. These properties are contiguous to the Kiena mine complex.

The Company owns a 100% interest in the Siscoe property and a 75% interest in the Siscoe-Extension property. The original vendor of these properties retains a 3% net smelter return royalty of which 1% can be purchased for \$500,000.

*Mine École property*

The Mine École property is located in Dubuisson Township and consists of 23 claims located southeast and contiguous to the Shawkey property.

*Other properties*

Other properties consist of interests in the Lamothe, Lamothe-Extension, Yankee Clipper and Callahan properties which are contiguous to the Wesdome property.

The Lamothe and Callahan properties are subject to a 1% net smelter royalty and 8 of the 10 claims comprising the Yankee Clipper property are subject to a 2% net profits royalty.

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**11. EXPLORATION PROPERTIES (continued)**

**Moss Lake Properties**

The Moss Lake property is owned by Moss Lake Gold Mines Ltd. ("MLGM") which is obligated to pay underlying advance royalties of \$5,469 per quarter to the vendors of the Moss Lake property until commercial production is achieved. Upon commencement of commercial production, the property is subject to an 8.75% net profits royalty, as defined, to these underlying vendors in lieu of the underlying advance royalty.

MLGM owns a 100% interest in the Fountain Lake property which consists of 149 mining claims contiguous to the Moss Lake property to the east, west and south. This property is subject to a 2.5% net smelter return royalty payable to certain original vendors of the property. This royalty is subject to a buyback clause whereby the royalty may be reduced to a 1.5% net smelter return for consideration of \$1.0 million.

**Magnacon Properties**

In 2000, the Company acquired a 75% joint venture interest in the Magnacon properties located adjacent to the Eagle River mill and entered into a joint venture agreement with the two companies holding the remaining 25% interest. Subsequently, the joint venture partners' interest was reduced to approximately 22.72%. In June 2009, the Company purchased the joint venture partners' interest for \$750,000 and an additional 1% net smelter royalty. The Company owns 100% of the Magnacon properties which are subject to net smelter royalties of 1.5% on the Magnacon property and 2% on the adjacent property.

**Pukaskwa Properties**

In June 2009, the Company entered into an exploration and option agreement to earn up to a 60% interest in the Pukaskwa claims located 15 kilometres west of the Eagle River Mill. By spending or causing to be spent \$1.5 million before June 30, 2012, the Company would have earned a 30% undivided working interest in the claims. The Company paid \$25,000 to the owner upon closing and has written-off the carrying amount of the property as it did not spend the required \$1.5 million by June 30, 2012.

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**12. OBLIGATIONS UNDER FINANCE LEASES**

The Company leases, with options to purchase, certain mining equipment. Future minimum payments under finance leases, together with the balance of the obligations under finance leases are as follows:

	<b>March 31 2013</b>	December 31 2012
Not later than one year	\$ 909	\$ 921
Later than one year and not later than five years	470	694
Total minimum lease payments	<b>1,379</b>	1,615
Less: Interest portion at the weighted average of 5.20% (2012: 5.33%)	<b>57</b>	76
Total obligations under capital leases, secured by equipment	<b>1,322</b>	1,539
Less: Current portion	<b>886</b>	898
Long term portion	<b>\$ 436</b>	\$ 641

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**12. OBLIGATIONS UNDER FINANCE LEASES (continued)**

The cost of equipment under finance leases at March 31, 2013 is \$3,573,000 (2012: \$3,573,000) with related accumulated depreciation of \$1,137,000 (2012: \$1,002,000). These assets are included in mining properties and equipment.

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**13. CONVERTIBLE 7% DEBENTURES**

The following table summarizes the changes in the liability and equity components of the convertible debentures during the three months ended March 31, 2013, and year ended December 31, 2012.

	<b>March 31</b>	December 31
Liability component	<b>2013</b>	2012
Balance, beginning of period	\$ 5,760	\$ 10,726
Accretion	56	205
Redemption of convertible debentures	-	(10,931)
	<b>5,816</b>	-
Issuance of convertible debentures	-	5,617
Accretion	-	143
Balance, end of period	<b>\$ 5,816</b>	\$ 5,760
	<b>March 31</b>	December 31
Equity component	<b>2013</b>	2012
Balance, beginning of period	\$ 870	\$ 1,970
Redemption of convertible debentures	-	(1,970)
	<b>870</b>	-
Issuance of convertible debentures	-	870
Balance, end of period	<b>\$ 870</b>	\$ 870

On May 30, 2007, the Company completed a private placement of senior unsubordinated convertible debentures in the amount of \$11,539,000. The debentures were convertible into common shares of the Company at \$3.25 per common share until the maturity date of May 31, 2012, at which point they were redeemed by the Company.

On May 24, 2012, the Company completed a \$7,021,000 non-brokered private placement of unsubordinated convertible debentures. The debentures mature on May 31, 2017, bearing interest at 7% per annum payable semi-annually, convertible into common shares of the Company at \$2.50 per common share. The net proceeds of \$6,821,000 of the new convertible debentures were used towards the redemption of the existing convertible debentures that matured on May 31, 2012.

The liability components of these debentures were calculated, at the dates of issuance, as the present value of the principal and interest, at a rate approximating the interest rate that would have been applicable to non-convertible debt at the dates the debentures were issued. The liability components were recorded at amortized cost and accreted to the principal amounts over the term of the convertible debentures by charges to interest expense using an effective interest rate of 12.50% and 13.92%, respectively, for the debentures maturing on May 31, 2017 and May 31, 2012.

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**13. CONVERTIBLE 7% DEBENTURES (continued)**

The carrying value of the conversion option, \$870,000, which is net of issuance costs (\$57,000) and deferred income tax (\$334,000) has been recorded as a separate component in shareholders' equity.

At March 31, 2013, the face value of debentures available for conversion at \$2.50 totalled \$7,021,000.

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**14. PROVISIONS**

The Company is committed to a program of environmental protection at its operating mines, development projects and exploration sites. The Eagle River ore and waste rocks are not acid generating which minimizes the environmental risks of mining. Although the ultimate amount of decommissioning costs is uncertain, the Company estimates its future decommissioning costs for the Eagle River mine, Mishi mine and the mill to be about \$1.5 million and the Kiena mining and milling complex to be about \$1.4 million. The Company has provided \$2.0 million standby letters of credit to be held against these future environmental obligations.

The following table presents the reconciliation of the beginning and ending aggregate carrying amount of the obligation associated with the retirement of mining properties:

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Balance, December 31, 2011	1,593
Accretion expense	54
<u>Change in decommissioning provision</u>	<u>898</u>
Balance, December 31, 2012	2,545
<u>Accretion expense</u>	<u>21</u>
<u>Balance, March 31, 2013</u>	<u>\$ 2,566</u>

As a result of increased activity at the Eagle River Mishi mine, the Company was required to increase its decommissioning provision. The decommissioning provision is based on current reserve estimates, forecasted production and estimated future cash flows underlying the obligation. The risk adjusted interest rate employed was 3.36%. The obligation will be accreted to \$3.0 million over the next 4 to 5 years.



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**15. CAPITAL STOCK**

**Authorized:**

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

	Shares	Amount
<b>Issued:</b>		
Balance, December 31, 2011	101,908,159	\$ 122,685
Shares purchased under NCIB	(28,500)	(34)
Balance, December 31, 2012 and March 31, 2013	<b>101,879,659</b>	<b>\$ 122,651</b>

On August 5, 2011, the Company received approval from the TSX for another NCIB. The bid allowed the Company to purchase, on the open market, up to 9,999,409 of its common shares for cancellation over a period of one year to end on August 7, 2012. The Company purchased for cancellation a total of 85,700 common shares under this NCIB with a carrying value of \$103,000 for total cash consideration of \$141,000. When the cash cost is less than the carrying amount the difference is charged to contributed surplus; when it is greater it is charged to contributed surplus to the extent there is a balance related to share repurchases, with any remainder charged to retained earnings.

On March 4, 2013, the Company received approval from the TSX for an NCIB. The bid will allow the Company to purchase on the open market, up to 9,983,346 of its common shares and \$351,000 principal amount of its convertible debentures (Note 13) for cancellation over a period of one year to end on March 5, 2014.

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**16. COMMON SHARE PURCHASE PLAN**

The Company has an equity settled common share purchase plan under which the Board of Directors may grant options to purchase common shares to qualified directors, officers, employees and consultants providing on-going services to the Company or any subsidiary of the Company. All options granted have a five year life with vesting periods based on the size of the option grant and at prices equal to the closing price for the day immediately preceding the date the options were granted. The maximum aggregate number of common shares under option at any time pursuant to the Plan is set at 5,000,000 of which 3,227,000 are available to be issued.

The following table reflects the continuity for the three months ended March 31, 2013, and year ended December 31, 2012, of options granted under the plan.

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**16. COMMON SHARE PURCHASE PLAN (continued)**

	Options		Weighted Average Exercise Price	
	2013	2012	2013	2012
			\$	\$
Outstanding, beginning of period	<b>1,608,000</b>	1,730,500	<b>2.17</b>	2.25
Granted	<b>185,000</b>	435,000	<b>0.89</b>	1.13
Exercised	-	-	-	-
Expired	<b>(20,000)</b>	(557,500)	<b>2.27</b>	1.59
Outstanding, end of period	<b>1,773,000</b>	1,608,000	<b>2.03</b>	2.17

Range of exercise prices	Outstanding Options			Exercisable Options	
	Number outstanding	Weighted average remaining life (years)	Weighted average exercise price \$	Number exercisable	Weighted average exercise price \$
less than \$1.00	453,000	4.38	0.86	293,000	0.84
\$1.00 - \$1.50	170,000	3.52	1.40	70,000	1.36
\$1.51 - \$2.00	135,000	2.61	1.81	105,000	1.79
\$2.01 - \$2.50	255,000	2.70	2.41	183,000	2.41
<u>\$2.51 - \$3.00</u>	<u>760,000</u>	2.96	2.79	<u>410,000</u>	2.76
	<u>1,773,000</u>	3.31	2.03	<u>1,061,000</u>	1.98

The fair value of the options granted was estimated on the date of grant using the Black-Scholes option pricing model. For the three months ended March 31, 2013 and the year ended December 31, 2012, grant date fair value indicated was based on the following factors:

	2013	2012
Weighted average fair value, per option (\$)	<b>0.50</b>	0.64
Weighted average risk-free interest rate (%)	<b>1.32</b>	1.21
Weighted average volatility (%)	<b>67.42</b>	67.10
Expected life (years)	<b>5.0</b>	5.0
Dividend yield (%)	-	-

The estimated fair value of the options granted is expensed over the vesting period. The fair value compensation and contributed surplus relating to stock options was \$146,000 (2012: \$173,000). The average fair value of the common shares during the three month period was \$0.80 (2012: \$1.81).

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**17. EARNINGS PER SHARE AND DIVIDENDS**

Basic earnings per share ("EPS") is calculated by dividing the net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated using the treasury method of calculating the weighted average number of common shares outstanding, except the if-converted method is used in assessing the dilution impact of convertible notes. The treasury method assumes that outstanding stock options with an average exercise price below the market price of the underlying shares are exercised and the assumed proceeds are used to repurchase common shares of the Company at the average price of the common shares for the period. The if-converted method assumes that all convertible notes have been converted in determining diluted EPS if they are in-the-money except where such conversion would be anti-dilutive.

Three months ended March 31	2013	2012
Income (loss) available to common shareholders	\$ 8	\$ (269)
Weighted average number of shares, basic	101,879,659	101,907,027
Dilutive securities		
Options	1,228	119,997
Weighted average number of shares, diluted	101,880,887	102,027,024
Basic earnings per share	\$ 0.00	\$ 0.00
Diluted earnings per share	\$ 0.00	\$ 0.00
Number of shares excluded from diluted earnings per share calculation due to anti-dilutive effect:		
Options	1,755,000	1,150,000
Convertible debentures	2,808,400	3,363,385

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**18. EMPLOYEE BENEFITS**

Three months ended March 31	2013	2012
Salaries and short-term employee benefits	\$ 9,329	\$ 8,775
Post employment benefits	178	174
	9,507	8,949
Share-based compensation	146	173
	\$ 9,653	\$ 9,122
Three months ended March 31	2013	2012
Salaries and employee benefits expensed to mining and processing expenses	\$ 8,719	\$ 8,025
Salaries and employee benefits capitalized	934	1,097
	\$ 9,653	\$ 9,122

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**19. RELATED PARTY INFORMATION**

Key management of the Company are its Board of Directors and members of executive management. Key management personnel remuneration includes the following expenses:

Three months ended March 31	2013	2012
Salaries and short-term employee benefits	\$ 365	\$ 321
Post employment benefits	12	12
Fair value of share-based compensation	235	126
	\$ 612	\$ 459

For the three months ended March 31, 2013, the Company paid \$18,875 in directors' fees (2012: \$15,500) to companies whose managing partners are directors of the Company.

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**20. FINANCIAL INSTRUMENTS – DISCLOSURES AND PRESENTATION**

Financial instruments disclosures requires the Company to provide information about: a) the significance of financial instruments for the Company's financial position and performance and, b) the nature and extent of risks arising from financial instruments to which the Company is exposed during the period and at the statement of financial position date, and how the Company manages those risks.

**Financial Instruments – Fair Values**

Following is a table which sets out the fair values of recognized financial instruments using the valuation methods and assumptions described below:

	March 31, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<u>Financial Liabilities</u>				
Other financial liabilities:				
Convertible 7% debentures – new issue	\$ 7,021	\$ 7,021	\$ 7,021	\$ 7,021

**Determination of Fair Value**

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's length transaction between willing parties. The Company uses the following methods and assumptions to estimate fair value of each class of financial instruments for which carrying amounts are included in the consolidated statements of financial position as follows:

Cash and restricted funds – The carrying amounts approximate fair values due to the short maturity of these financial instruments.

Receivables – The carrying amounts approximate fair values due to the short maturity of these financial instruments.

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**20. FINANCIAL INSTRUMENTS – DISCLOSURES AND PRESENTATION (continued)**

Other financial liabilities – Payables and accruals and the convertible 7% debentures are carried at amortized cost. The carrying amount of payables and accruals approximates fair value due to the short maturity of these financial instruments. The fair value of the convertible 7% debentures is based on the quoted market price.

The fair value hierarchy for financial instruments measured at fair value is Level 1 for marketable securities. The Company does not have Level 2 or Level 3 inputs.

**Financial Risk Management**

The Company is exposed to a number of different risks arising from normal course business exposures, as well as the Company's use of financial instruments. These risk factors include: (1) market risks relating to commodity prices, foreign currency risk and interest rate risk; (2) liquidity risk; and, (3) credit risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and establishes and monitors risk management policies to: identify and analyze the risks faced by the Company; to set appropriate risk limits and controls; and to monitor risks and adherence to market conditions and the Company's activities.

**1) Market Risk**

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The market price movements that could adversely affect the value of the Company's financial assets and liabilities include commodity price risk, foreign currency exchange risk and interest rate risk.

*(a) Commodity price risk*

The Company's financial performance is closely linked to the price of gold which is impacted by world economic events that dictate the levels of supply and demand. The Company had no gold price hedge contracts in place as at or during the three months ended March 31, 2013.

*(b) Foreign currency exchange risk*

The Company's revenue is exposed to changes in foreign exchange rates as the Company's primary product, gold, is priced in U.S. dollars. The Company had no forward exchange rate contracts in place and no foreign currency holdings as at or during the three months ended March 31, 2013.

*(c) Interest rate risk*

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash includes highly liquid investments that earn interest at market rates and interest paid on the Company's convertible debentures is based on a fixed interest rate. Fluctuations in market rates of interest do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held.

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**20. FINANCIAL INSTRUMENTS – DISCLOSURES AND PRESENTATION (continued)**

**2) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company believes it has access to sufficient capital through internally generated cash flows and equity and debt capital markets. Senior management is also actively involved in the review and approval of planned expenditures.

The following table shows the timing of cash outflows relating to payables and accruals, finance leases and convertible debentures:

**March 31, 2013**

(in thousands)	<1 Year	1-2 Years	3-5 Years	Over 5 Years
Payables & accruals	\$15,555	-	-	-
Finance leases	\$ 909	\$ 470	-	-
Convertible debentures	\$ 491	\$ 983	\$ 7,553	-

**December 31, 2012**

(in thousands)	<1 Year	1-2 Years	3-5 Years	Over 5 Years
Payables & accruals	\$13,996	-	-	-
Finance leases	\$ 921	\$ 695	-	-
Convertible debentures	\$ 491	\$ 983	\$ 7,675	-

**3) Credit Risk**

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company minimizes its credit risk by selling its gold exclusively to financial institutions with forty-eight hour terms of settlement. The Company's receivables consist primarily of government refunds and credits. The Company estimates its maximum exposure to be the carrying value of cash, receivables and funds held against standby letters of credit.

The Company manages credit risk by maintaining bank accounts with Schedule 1 Canadian banks and investing only in Guaranteed Investment Certificates. The Company's cash is not subject to any external limitations.

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**21. SUPPLEMENTAL CASH FLOW INFORMATION**

Three months ended March 31	<b>2013</b>	2012
<b>Net changes in non-cash working capital</b>		
Operating activities		
Receivables	\$ (398)	\$ 709
Payables and accruals	1,247	150
Gold inventory	(2,136)	(1,139)
Supplies and other	91	(133)
	<b>\$ (1,196)</b>	<b>\$ (413)</b>
Investing activities		
Receivables	\$ (100)	\$ (11)
Payables and accruals	312	37
Supplies and other	23	(33)
	<b>\$ 235</b>	<b>\$ (7)</b>

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**22. INDEMNITIES**

The Company has agreed to indemnify its directors and officers, and certain of its employees in accordance with the Company's by-laws. The Company maintains insurance policies that may provide coverage against certain claims.

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**23. CAPITAL RISK MANAGEMENT**

The Company's objectives of capital management are intended to safeguard its ability to support the Company's normal operating requirements on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans.

The capital of the Company consists of items included in equity net of cash and cash equivalents:

	<b>March 31</b>	December 31
	<b>2013</b>	2012
Total equity	\$ 85,104	\$ 84,988
Cash and cash equivalents	(2,097)	(4,633)
Capital	<b>\$ 83,007</b>	<b>\$ 80,355</b>

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**23. CAPITAL RISK MANAGEMENT (continued)**

The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the Company's assets. In order to maintain or adjust its capital structure, the Company may issue new shares, issue new debt or issue new debt to replace existing debt with different characteristics.

There is no restriction on the ability of the Company to pay dividends other than cash flow considerations. Dividend payments in the future will depend on the Company's ability to generate earnings.

To effectively manage its capital investments, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has sufficient liquidity to meet its operating and growth objectives.

The Company expects its current capital resources and projected cash flow from continuing operations to support further exploration and development of its mineral properties.

Neither the Company nor its subsidiaries are subject to any externally imposed capital requirements such as loan covenants or capital ratios.

There were no changes to the Company's approach to capital management during the current period.