

Rye Patch
GOLD CORP.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

For The Six Months Ended June 30, 2015

NOTICE OF NO AUDITOR 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 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.

Rye Patch Gold Corp.

(An exploration stage company)

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian Dollars - unaudited)

As at		June 30, 2015		December 31, 2014
ASSETS				
Current assets				
Cash and cash equivalents	**$**	**4,490,515**	$	5,499,399
Accounts receivable (note 4)		**1,521,990**		1,325,118
Prepaid expenses		**91,000**		55,871
Deposits		**11,100**		10,884
		6,114,605		6,891,272
Non-current assets				
Property and equipment (note 5)		**61,770**		40,877
Mineral properties (note 6)		**5,871,777**		4,424,962
Land deposit (note 6 (c))		**-**		-
Reclamation bonds (note 7)		**337,978**		265,811
		6,271,525		4,731,650
TOTAL ASSETS	**$**	**12,386,130**	$	11,622,922
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**322,419**	$	331,122
Provisions for reclamation (note 8)		**97,422**		90,691
Due to related parties (note 11)		**35,532**		57,886
TOTAL LIABILITIES		**455,373**		479,699
EQUITY				
Share capital (note 9)		**31,540,776**		31,700,768
Foreign currency translation adjustment		**1,539,413**		849,059
Reserves		**4,881,953**		4,819,094
Deficit		**(26,031,385)**		(26,225,698)
TOTAL EQUITY		**11,930,757**		11,143,223
TOTAL EQUITY AND LIABILITIS	**$**	**12,386,130**	$	11,622,922

Continuing operations and going concern (note 1)
Commitments and contingencies (note 12)
Subsequent event (note 16)

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

They are signed on the Company's behalf by:
APPROVED BY THE BOARD:

/s/ Jonathan Challis *Director*

/s/ William C. Howald *Director*

Rye Patch Gold Corp.

(An exploration stage company)

Condensed Consolidated Interim Statements of Comprehensive Loss

(Expressed in Canadian Dollars - unaudited)

	For the three months ended		For the six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
ROYALTY INCOME (note 4)	**$ 1,491,389**	$ 1,140,702	**$ 3,328,073**	$ 1,673,905
MINERAL PROPERTY OPERATIONS				
Exploration costs (note 6)	**1,621,238**	676,439	**2,205,766**	1,576,779
EXPENSES				
Accounting and audit (note 11)	**53,447**	48,702	**99,417**	89,064
Depreciation (note 5)	**5,603**	3,622	**11,242**	6,437
Insurance	**17,743**	7,010	**25,848**	13,319
Investor relations	**101,403**	20,227	**159,657**	53,104
Legal fees (note 11)	**23,693**	28,303	**38,575**	50,920
Management fees (note 11)	**48,519**	53,447	**98,710**	347,556
Office and administration (note 11)	**58,802**	76,267	**195,991**	172,860
Rent	**47,719**	35,694	**87,981**	79,598
Share-based payments (note 9)	**25,418**	26,153	**62,859**	76,207
Travel	**14,010**	4,801	**40,999**	26,197
Transfer agent and filing fees	**21,831**	16,949	**37,945**	32,309
Wages and bonuses	**151,252**	54,083	**233,333**	108,518
	569,440	375,258	**1,092,557**	1,056,089
OTHER INCOME (EXPENSE)				
Interest income	**2,409**	12,354	**11,300**	22,124
Other revenue	**922**	3,011	**4,335**	3,837
Currency exchange gain (loss)	**2,935**	(2,769)	**148,928**	(4,647)
	6,266	12,596	**164,563**	21,314
NET INCOME (LOSS) FOR THE PERIOD	**(693,023)**	101,601	**194,313**	(937,649)
OTHER COMPREHENSIVE INCOME				
Foreign currency translation adjustment	**(143,220)**	(271,504)	**690,354**	(22,433)
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	**$ (836,243)**	$ (169,903)	**$ 884,667**	$ (960,082)
Basic earnings (loss) per share for the period attributable to common shareholders (note 10)	**$ (0.00)**	$ 0.00	**$ 0.00**	$ (0.01)
Diluted earnings (loss) per share for the period attributable to common shareholders (note 10)	**$ (0.00)**	$ 0.00	**$ 0.00**	$ (0.01)
Weighted average number of common shares - basic (note 10)	**146,204,228**	146,324,817	**146,324,817**	146,324,817
Weighted average number of common shares - diluted (note 10)	**146,204,228**	146,324,817	**146,518,564**	146,324,817

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

Rye Patch Gold Corp.

(An exploration stage company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars - unaudited)

	Share capital		Reserves						
	Number of shares	Amount	Warrants	Equity settled employee benefits	Agent's options	Total	Foreign currency translation adjustment	Deficit	Total
Balance at December 31, 2014	**146,446,746**	**31,700,768**	**1,875,998**	**2,693,303**	**249,793**	**4,819,094**	**849,059**	**(26,225,698)**	**11,143,223**
Share-based payments	-	-	-	62,859	-	62,859	-	-	62,859
Repurchase of shares	(923,500)	(159,992)	-	-	-	-	-	-	(159,992)
Net comprehensive income for the period	-	-	-	-	-	-	690,354	194,313	884,667
Balance at June 30, 2015	**145,523,246**	**$ 31,540,776**	**$ 1,875,998**	**$ 2,756,162**	**$ 249,793**	**$ 4,881,953**	**$ 1,539,413**	**$ (26,031,385)**	**$ 11,930,757**
Balance at December 31, 2013	**146,446,746**	**31,700,768**	**1,875,998**	**2,487,616**	**249,793**	**4,613,407**	**157,417**	**(25,234,287)**	**11,237,305**
Share-based payments	-	-	-	76,207	-	76,207	-	-	76,207
Net comprehensive income for the period	-	-	-	-	-	-	(22,433)	(937,649)	(960,082)
Balance at June 30, 2014	**146,446,746**	**$ 31,700,768**	**$ 1,875,998**	**$ 2,563,823**	**$ 249,793**	**$ 4,689,614**	**$ 134,984**	**$ (26,171,936)**	**$ 10,353,430**

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

Rye Patch Gold Corp.

(An exploration stage company)

Condensed Consolidated Interim Statements of Cash Flows

(Expressed in Canadian Dollars - unaudited)

	For the six months ended June 30, 2015	June 30, 2014
Cash flows provided from (used by):		
OPERATING ACTIVITIES		
Net income (loss) for the period	**$ 194,313**	$ (937,649)
Adjustments for items not affecting cash:		
Depreciation	**11,242**	6,437
Share-based payments	**62,859**	76,207
	268,414	(855,005)
Net changes in non-cash working capital items:		
Accounts receivable	**(136,539)**	(1,143,668)
Prepaid expenses	**(35,129)**	(9,231)
Deposits	**(216)**	-
Accounts payable and accrued liabilities	**(8,703)**	95,558
Due to related parties	**(22,354)**	(19,903)
Net cash flows (used in) operating activities	**65,473**	(1,932,249)
FINANCING ACTIVITIES		
Repurchase of common shares	**(159,992)**	-
Net cash flows from financing activities	**(159,992)**	-
INVESTING ACTIVITIES		
Purchase of property and equipment	**(30,082)**	(11,314)
Mineral properties	**(1,319,096)**	(49,333)
Reclamation bond	**(52,034)**	(16,528)
Net cash flow (used in) from investing activities	**(1,401,212)**	(77,175)
Effects of currency exchange rate changes on cash and cash equivalents	**486,847**	19,868
Net increase (decrease) in cash and cash equivalents	**(1,008,884)**	(1,989,556)
Cash and cash equivalents, beginning of period	**5,499,399**	7,917,188
Cash and cash equivalents, end of period	**$ 4,490,515**	$ 5,927,632
Cash and cash equivalents consist of:		
Cash	**$ 2,465,061**	$ 3,118,458
Short-term deposits	**2,025,454**	2,809,174
	$ 4,490,515	$ 5,927,632
Supplementary cash flow information		
Cash paid during the period for interest	**$ -**	$ -
Cash paid during the period for income taxes	**$ -**	$ -
Interest received	**$ 11,300**	$ 22,124

There were no significant non-cash transactions for the six months ended June 30, 2015 and 2014

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

1. CONTINUING OPERATIONS AND GOING CONCERN

The Company was incorporated under the British Columbia Business Corporations Act on April 13, 2006 and its head office is located at Suite 1740 – 1177 West Hastings Street, Vancouver, British Columbia. The Company is an exploration stage company, and its wholly owned subsidiary, Rye Patch Gold US Inc., is engaged principally in the acquisition and exploration of mineral properties in the State of Nevada, United States of America. The recovery of the Company's investment in its mineral properties is dependent upon the future discovery, development and sale of minerals, and the ability to raise sufficient capital to finance these activities, or the proceeds from the sale of these properties.

These unaudited consolidated interim financial statements have been prepared on the basis that the Company is a going concern. This assumes that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The ability of the Company to continue as a going concern is dependent on obtaining additional financing through the issuance of debt or common shares. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These unaudited consolidated interim financial statements do not reflect the adjustments or reclassifications that would be necessary if the Company was unable to continue operations.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION

These financial statements were authorized for issue on August 25, 2015 by the directors of the Company.

Statement of compliance to International Financial Reporting Standards

These condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements comply with International Accounting Standard 34, Interim Financial Reporting ("IAS 34").

Basis of presentation

These unaudited interim condensed consolidated financial statements include the accounts of the Company and its subsidiaries. This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2014. However, this interim financial report provides selected significant disclosures that are required in the annual financial statements under IFRS.

Certain amounts in prior periods have been reclassified to conform to the current period presentation.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (continued)

Basis of presentation (continued)

These unaudited interim condensed consolidated financial statements follow the same accounting policies and methods of application as the annual audited consolidated financial statements for the year ended December 31, 2014, with the exception of the following new accounting standard and amendments which the Company adopted and are effective for the Company's interim and annual consolidated financial statements commencing January 1, 2015.

- IFRS 2 Share-based Payment: Amended to re-define the definition of "vesting condition".
- IFRS 7 Financial Instruments - Disclosures: Amended to require additional disclosures on transition from IAS 39 to IFRS 9.
- IFRS 8 Operating Segments: Amended to provide further clarification on disclosure required for aggregation of segments and reconciliation of segment assets.

The accounting standards and amendments to standards adopted by the Company did not have a significant impact on the Company's condensed consolidated interim financial statements.

3. NEW ACCOUNTING STANDARDS

New standards and interpretations not yet adopted

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

- IFRS 9: New standard that replaces IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2015

4. ROYALTY INCOME

On June 25, 2013, the Company and Coeur Rochester Inc., a wholly owned subsidiary of Coeur Mining Inc. (collectively, "Coeur"), reached a settlement on the disputed LH and OG unpatented lode mining claims at the Rochester mine. The Company and Coeur engaged in the legal dispute over title to certain LH and OG unpatented lode mining claims covering portions of the Rochester and Packard mine areas. In settlement of the legal dispute, the Company conveyed all of the disputed LH and OG unpatented lode mining claims (comprising 386 of the 410 LH claims and all three OG claims) to Coeur in return for the following:

- Coeur made a cash payment to the Company in the sum of US Ten Million Dollars (US$10,000,000);
- Coeur granted to Rye Patch Gold US Inc., a production royalty equal to 3.4% of the gross revenue, less refining costs, of gold and silver produced and sold from the Rochester Mine (the "NSR"); and
- Conveyed all of Coeur's right, title and interest in the Blue Bird patented lode mining claim located near Lincoln Hill.

The NSR will be effective as of January 1, 2014 and will terminate after 39.4 million silver equivalent ounces have been produced and sold from the Rochester Mine. Silver equivalent will be determined by converting sales of gold to the equivalent number of ounces of silver based on actual prices of gold and silver at the time of sale. The NSR is non-assignable except to an affiliate controlled by the Company; however, from and after January 1, 2014, the NSR may be assigned (i) in a single-asset transaction, (ii) for cash consideration, (iii) upon at least 30 days' advance notice to Coeur and (iv) to a company whose principal business is the acquisition, holding or management of precious metals production royalties and streams. Coeur shall have a right of first refusal to acquire the NSR on the same terms as any proposed permitted sale of the NSR by the Company.

The NSR will be paid quarterly, and is fully leveraged to the price of gold and silver.

During the six months ended June 30, 2014, the Company accrued $3,328,073 (US$2,693,283) as royalty income (June 30, 2014 - $1,673,905 (US$1,526,886)).

The account receivable relate to royalty income as at June 30, 2015 was $1,491,389 (US$1,213,399) (June 30, 2014 - $1,111,928 (US$1,042,987)). This amount had been received subsequent to June 30, 2015.

5. PROPERTY AND EQUIPMENT

	Computer equipment	Computer software	Exploration equipment	Leasehold improvements	Office, furniture and equipment	Total
Cost						
As at December 31, 2014	$ 55,378	$ 16,488	$ 3,938	$ 25,254	$ 87,230	**$ 188,288**
Additions	5,624	-	24,495	-	-	**30,119**
Currency translation adjustment	2,099	1,224	689	-	3,429	**7,441**
Balance as at June 30, 2015	**$ 63,101**	**$ 17,712**	**$ 29,122**	**$ 25,254**	**$ 90,659**	**$ 225,848**
Depreciation						
As at December 31, 2014	$ (44,834)	$ (12,512)	$ (2,537)	$ (22,222)	$ (65,306)	**$ (147,411)**
Charged for the year	(3,324)	(3,621.00)	(185)	(1,516)	(2,595)	**(11,241)**
Currency translation adjustment	(1,731)	(969)	(191)	-	(2,535)	**(5,426)**
Balance as at June 30, 2015	**$ (49,889)**	**$ (17,102)**	**$ (2,913)**	**$ (23,738)**	**$ (70,436)**	**$ (164,078)**
Net book value						
As at December 31, 2014	$ 10,544	$ 3,976	$ 1,401	$ 3,032	$ 21,924	$ 40,877
As at June 30, 2015	**$ 13,212**	**$ 610**	**$ 26,209**	**$ 1,516**	**$ 20,223**	**$ 61,770**

6. MINERAL PROPERTIES

	Oreana Trend			Cortez Trend			
	Lincoln Hill		Wilco - Newmont	Garden Gate	Patty	Others	Total
	Lincoln Hill Property (Note 6a)	Gold Ridge Property (Note 6a)	(Note 6a)	(Note 6a)	(Note 6a)	(Note 6a)	
Acquisition costs							
Cumulative acquisition costs as at December 31, 2014	$ 1,312,486	$ 431,160	$ 1,494,235	$ 527,669	$ 595,810	$ 63,602	**$ 4,424,962**
During the period:							**-**
Acquisition costs	1,053,317	45,282	-	-	-	-	**1,098,599**
Holding costs	-	-	283	-	-	-	**283**
Lease obligations	-	-	12,323	-	-	-	**12,323**
Staking costs	-	28,588	-	-	-	20,746	**49,334**
Total acquisition costs for the period	**1,053,317**	**73,870**	**12,606**	**-**		**20,746**	**1,160,539**
Foreign currency translation adjustment	**82,782**	**4,030**	**111,076**	**39,165**	**44,223**	**5,000**	**286,276**
Balance as at June 30, 2015	**$ 2,448,585**	**$ 509,060**	**$ 1,617,917**	**$ 566,834**	**$ 640,033**	**$ 89,348**	**$ 5,871,777**
Exploration expenditures (recovery) charged to operations for the six months ended June 30, 2015							
During the period:							
Assays	$ 14,685	$ 22,715	$ -	$ -	$ 51,767	$ 18,341	**$ 107,508**
Drilling	164,718	-	-	-	952,004	-	**1,116,722**
Field costs	2,049	-	-	1,479	107	-	**3,635**
Geochemical	3,290	-	-	-	-	1,331	**4,621**
Geological	38,207	32,383	39,580	3,574	6,879	66,304	**186,927**
Geophysical	11,737	-	-	-	-	-	**11,737**
Legal	11,305	92	-	-	185	4,159	**15,741**
Permitting	332,795	52,357	117,142	-	12,638	-	**514,932**
Travel and overhead	19,639	7,447	15,592	1,678	41,627	23,375	**109,358**
Wages and salaries	34,869	11,223	12,265	2,893	52,016	21,319	**134,585**
Total exploration expenditures charged to operations during the period	**$ 633,294**	**$ 126,217**	**$ 184,579**	**$ 9,624**	**$ 1,117,223**	**$ 134,829**	**$ 2,205,766**

6. MINERAL PROPERTIES (continued)

	Oreana Trend			Cortez Trend			
	Lincoln Hill						
	Lincoln Hill Property (Note 6a)	Gold Ridge Property (Note 6a)	Wilco - Newmont (Note 6a)	Garden Gate (Note 6a)	Patty (Note 6a)	Others (Note 6a)	Total
Exploration expenditures (recovery) charged to operations for the six months ended June 30, 2014							
During the period:							
Assays	$ -	$ -	$ 43,261	$ 37,419	$ -	$ 30	$ **80,710**
Drilling	165,180	10,894	39,517	808,913	26,053	-	**1,050,557**
Field costs	-	-	-	-	-	-	**-**
Geochemical	-	-	-	386	-	-	**386**
Geological	83,031	42,855	80,452	13,461	2,225	21,107	**243,131**
Geophysical	-	-	-	-	-	-	**-**
Legal	-	-	1,669	-	1,954	-	**3,623**
Travel and overhead	23,272	1,926	23,120	24,776	2,401	2,395	**77,890**
Wages and salaries	33,468	1,067	29,264	42,447	10,280	3,956	**120,482**
Total exploration expenditures charged to operations during the period	**$ 304,951**	**$ 56,742**	**$ 217,283**	**$ 927,402**	**$ 42,913**	**$ 27,488**	**$ 1,576,779**

6. MINERAL PROPERTIES (continued)

Oreana Trend – gold exploration properties, Nevada, United States of America.

a) Lincoln Hill Resource Project, Pershing County:

a. Lincoln Hill - developing a gold and silver resource

On November 7, 2007, the Company entered into a renewable 20 year Mining Lease agreement with Mountain Gold Exploration, Inc. ("MGE") and Lane Griffin (collectively, the "Lessors") on the Lincoln Hill property. The property is comprised of one patented lode claim and unpatented mining claims.

Between 2007 and 2014 the Company made advanced royalty payments of US$640,000, issued 750,000 common shares and completed the required US$2.1 million in exploration expenditures, in satisfaction of the terms of the Agreement. Each year thereafter the Company must pay advanced royalty of US$80,000, with the Lessors retaining a 4% NSR, 1% of which can be acquired by the company for US$3 million. The advanced royalties are credited towards the Lessors' NSR.

Lincoln Hill property additions:

In April, 2015 the Company purchased 1,654.75 acres (670 hectares) of surface and mineral estate on private lands adjacent to the Lincoln Hill resource project and surrounding exploration targets. The acquired lands represent strategic locations for infrastructure and facilities associated with the Lincoln Hill gold/silver deposit. The Company paid $500 per acre for the surface and mineral estate with the vendor retaining a net smelter return royalty ranging from 2.125% to 3.5% depending on the parcel.

The Company entered into a five year lease agreement, dated October 21, 2011, for three parcels of land with annual lease payments of US$9,500. The leased land totaled approximately 2.1 square kilometers. The lease is in good standing. On September 8, 2009, the Company acquired certain mining claims for consideration of US$41,000 plus a 4% NSR, up to half of which can be bought back for US$200,000.

b. Gold Ridge Property – exploration drilling

In November 2006, April 2009 and April 2015 the Company acquired, through staking, 100% of an area of lode mining claims that are located 1.5 kilometres west of the Lincoln Hill resource. Exploration drilling in 2014 confirmed the presence of mineralization and further drilling is planned for 2015.

c. Independence Hill Property – exploration drilling

The property is located less than one kilometre south of the Lincoln Hill resource. Mapping, sampling and drilling in 2014, identified this area as an extension of the Lincoln Hill resource trend and a possible target for resource expansion. Further drilling is planned for 2015.

6. MINERAL PROPERTIES (continued)

b) Wilco - Newmont Property:

a. Wilco – 100% owned with a limited 60% back-in right.

A 2006 agreement between the Company and North American Diversified Resources Corporation ("NADR"), assigned a prior 2005 agreement between NADR and Newmont to the Company. Subsequently, the

Company acquired a 100% interest in the Wilco property by making acquisition payments of 5million shares valued at US$500,000, cash of US$150,000 and completing US$3 million of exploration expenditures. The company is obligated to pay; an index linked annual rent of US$84,000 to Newmont, make annual advanced royalty payments of US$20,000 (prior to 2011, US$15,000) and pay sliding scale royalties of between 2-5% should certain of the properties achieve production.

Newmont has a back-in right to earn up to 60% by spending $15 million over 8 years (or 70% by spending $20million). This right must be exercised within 120 days of a feasibility study being issued, failing that the company can acquire Newmont's interest for US$2million and reduce Newmont and the underlying owners to a range of NSRs between 2 and 5%.

b. Wilco – Newmont Property – 100% owned staked claims.

In December 2006 and October 2010 further claims were added to this land package by way of staking.

c. Wilco – Newmont Property – leased mining claims.

On March 21, 2007 the Company entered into a Lease and Option Agreement on a separate mining claim within the Wilco-Newmont project area. The lease is for 20 year lease (with a 20 year extension provision) and the Option provides for the purchase by the Company for US$1 million, less lease and NSR payments. The lease is subject to a 1% to 3% gold price linked NSR and annual payments totaling US$110,000 from 2007 to 2011 and then US$40,000 thereafter. All payments are in good standing.

Coretz Trend – gold exploration properties, Nevada, United States of America.

c) Garden Gate Pass Property

On October 1, 2010, the Company acquired the Garden Gate Pass property from Pyramid Lake LLC ("Pyramid Lake"). The project consists of unpatented lode claims and is located 12 kilometres (7 miles) south-southeast of Barrick Gold's Cortez Hills mine and abuts the newly discovered Goldrush deposit. The Company controls 100% of the property subject to annual advance royalty payments and a 2% NSR payable to Pyramid Lake. Advanced royalty payments are as follows:

	US$ Amount	
Initial payments to October 1, 2012	145,000	Paid
By October 1, 2013 and every year to 2017	60,000	Paid
By October 1, 2018 and every year thereafter	100,000	

6. MINERAL PROPERTIES (continued)

d) Patty Property

On October 18, 2011, the Company entered into an agreement with Barrick Gold, US Gold Corp and Chapleau Resources ("the Patty Joint Venture") to earn an undivided 60% of the Patty project located in Eureka County, Nevada. The Patty project consists of 616 unpatented lode claims covering 53.1 square kilometres and is located immediately south of the Company's 100% owned Garden Gate Pass project. The terms of the agreement, as amended, are as follows:

Year	Annual Exploration Expenditures (original US$)	Annual Exploration Expenditures. (amended US$ July 2015)	New Aggregate Expenditures. (amended US$ July 2015)
December 31, 2012	500,000	500,000	500,000*
December 31, 2013	700,000	700,000	1,200,000*
December 31, 2014	850,000	850,000	2,050,000*
December 31, 2015	1,450,000	800,000	2,850,000*
December 31, 2016	1,500,000	1,000,000	3,850,000
December 31, 2017		1,150,000	5,000,000

*Condition met

Once the Company has completed its 60% earn-in, the joint venture partners can exercise a back-in right. By spending US$15million (including US$5million payable to the Company) over a 5 year period, they can elect to increase their interest from 40% to 60%. The resulting 40% interest retained by the Company after the back-in, is carried to production and represent the largest interest in the joint venture.

Certain claims the "Damale claims" are subject to an underlying 3% NSR and from 2012 to 2014 were subject to an annual drill metreage commitment. In September, 2014 the underlying lease agreement was renegotiated, converting the drill metreage commitment to an annual US$125,000 work commitment until commercial production.

e) South Coal Canyon

In December 2010, the Company acquired, through staking, the South Coal Canyon property in Pershing County, Nevada.

f) X Claims

In January 2012, the Company acquired, through staking, the X Claims property in Pershing County, Nevada.

7. RECLAMATION BOND

As of June 30, 2015, the Company had deposited $337,978 (US$270,599) (December 31, 2014 - $265,811 (US$228,615)) as reclamation bonds with the Bureau of Land Management of the United States Department of the Interior and the Department of Conservation & Natural Resources of the State of Nevada.

8. PROVISIONS FOR RECLAMATION

As at June 30, 2015 and December 31, 2014, the present values of the expected future reclamation expenditures relating to exploration and evaluation activities that have occurred to date were $97,422 (US$78,000) and $90,961 (US$78,000), respectively. Future reclamation expenditures are expected to be made within the next one to two years.

9. SHARE CAPITAL AND RESERVES

Authorized share capital

Unlimited number of common shares without par value.

Unlimited number of preferred shares without par value.

Issued share capital

At June 30, 2015, there were 145,523,246 issued and fully paid common shares (December 31, 2014 – 146,446,746).

During the six months ended June 30, 2015 the Company repurchased 923,500 common shares (Six months ended June 30, 2014 – Nil) for a total cost of $159,992 (Six months ended June 30, 2014 – $Nil)

Share purchase warrants

During the three and six months ended June 30, 2015 and 2014, no warrants were granted or exercised and no warrants expired.

	Six months ended June 30, 2015			Six months ended June 30, 2014	
	Number outstanding	**Weighted average exercise price**		Number outstanding	Weighted average exercise price
Outstanding, beginning of period	-	**$ -**	Outstanding, beginning of period	3,898,151	**$ 0.75**
Expired	-	**-**	Expired	-	**-**
Outstanding, end of period	-	**$ -**	Outstanding, end of period	3,898,151	**$ 0.75**

Share purchase options

Effective September 5, 2006, the Company adopted a share purchase option plan. Under this plan, the Company may grant options of up to 10% of its outstanding common shares to its directors, officers, employees and consultants. The exercise price of the share purchase options will be no less than the closing price of the shares on the TSX Venture Exchange (the "Exchange") on the business day immediately before the date of granting of the option, unless the Exchange permits discounts, or allows some other minimum exercise price.

During the six months ended June 30, 2015

a) On March 1, 2015, the Company granted share purchase options to its CFO to purchase up to an aggregate of 200,000 common shares of the Company. The share purchase options are exercisable for a term of ten years at an exercise price of $0.15 per common share. Vesting will occur over a period of two years, with an initial 25% of the share purchase options vesting on the sixth month immediately after the date of grant, followed by an additional 25% of the share purchase options every six months thereafter until fully vested.

b) No options were exercised or forfeited and no options expired.

	Six months ended June 30, 2015			Six months ended June 30, 2014	
	Number outstanding	**Weighted average exercise price**		Number outstanding	Weighted average exercise price
Outstanding, beginning of period	**4,640,000**	**$ 0.37**	Outstanding, beginning of perio	5,950,000	$ 0.39
Granted	**200,000**	**0.15**	Granted	-	-
Forfeited	**(68,750)**	**(0.26)**	Forfeited	-	-
Outstanding, end of period	**4,771,250**	**$ 0.37**	Outstanding, end of period	5,950,000	$ 0.39

During the three and six months ended June 30, 2015, the Company recorded share-based payments expense of $32,942 and 70,383 (Three and Six months ended June 30, 2014 – 26,153 and 76,207).

9. SHARE CAPITAL AND RESERVES (continued)

Share purchase options (continued)

The fair value of the share-based payments was estimated using the following assumptions:

	For the six months ended	
	June 30, 2015	June 30, 2014
Risk-free interest rate	1.30%	-
Expected annual volatility	122%	-
Expected life	10.00	-
Expected dividend yield	-	-
Weighted average share price	$ 0.14	$ -
Weighted average exercise price	$ 0.15	$ -
Weighted average grant date fair value per option	$ 0.1426	$ -

The following summarizes information about stock options outstanding and exercisable at June 30, 2015:

Expiry date	Options outstanding	Options exercisable	Exercise price	Estimated grant date fair value	Weighted average remaining contractual life (in years)
May 25, 2016	440,000	440,000	$ 0.35	$ 115,808	0.90
September 12, 2016	100,000	100,000	0.45	31,259	1.21
August 21, 2019	460,000	460,000	0.20	92,552	4.15
January 18, 2022	1,480,000	1,480,000	0.60	917,340	6.56
July 12, 2023	1,307,500	980,625	0.20	206,850	8.04
July 22, 2024	633,750	158,438	0.27	108,598	9.07
September 16, 2024	150,000	37,500	0.27	22,158	9.22
March 1, 2025	200,000	-	0.15	28,520	9.68
	4,771,250	**3,656,563**	**$**	**1,523,085**	**6.65**

10. LOSS PER SHARE

Basic and diluted income/loss per share

The calculation of basic and diluted income per share for the three and six months ended June 30, 2015 was based on the income (loss) attributable to common shareholders of ($693,023) and $194,313 for the three and six months ended June 30, 2015 (Three and six months ended June 30, 2015 – net income (loss) of $101,601 and ($937,649)). The basic weighted average number of common shares outstanding were 146,204,228 and 146,324,817 for the three and six month periods ended June 30, 2015 (Three and six months ended June 30, 2015 – 146,324,817 and 146,324,817) and the diluted weighted average number of common shares outstanding of 146,204,228 and 146,518,564 (Three and six months ended June 30, 2015 – 146,324,817 and 146,324,817). The diluted weighted average number of common shares for the six months ended June 30, 2015 included an adjustment of 193,747 representing the impact of the dilutive employee share purchase options.

Diluted loss per share did not include the effect of 4,571,250 share purchase options (June 30, 2014 – 5,950,000) and Nil warrants (June 30, 2014 – 3,898,151) because they are anti-dilutive.

11. RELATED PARTY TRANSACTIONS

The financial statements include the accounts of Rye Patch Gold Corp. and its subsidiaries as listed in the following table:

Name	Country of incorporation	Equity ownership as at June 30, 2015	December 31, 2014
Rye Patch Gold US Inc.	United States of America	100%	100%

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of the transactions between the Company and other related parties are disclosed below. The Company's related parties consist of companies owned directly or indirectly, by directors and key management as follows:

Name	Nature of transactions
Tanadog Management and Technical Services Inc.	Management fees
Blue Dolphin Enterprises Ltd.	Management fees
Quantum Advisory Partners LLP	Accounting and audit
Koffman kalef LLP Business Lawyers	Legal fees

The Company incurred the fees and expenses in the normal course of operations in connection with companies owned by directors and key management. Expenses have been measured at the exchange amount which is the amount of consideration established and agreed to by the related parties. The Company's related party expenses are as follows:

	For the three months ended		For the six months ended	
	June 30, 2015	June 30, 2014	**June 30, 2015**	June 30, 2014
Accounting and audit [(1)]	**$ 11,492**	$ 23,452	**$ 43,212**	$ 51,064
Legal fees [(2)]	**15,140**	21,697	**28,114**	44,080
Management fees [(3)]	**48,519**	53,447	**98,710**	347,556
Office and administration [(3)]	**12,099**	19,929	**26,980**	39,157
	$ 87,250	$ 118,525	**$ 197,016**	$ 481,857

(1) The Company paid for accounting services to Quantum Advisory Partners LLP whose incorporated partner was the Company's Chief Financial Officer for the first quarter of 2015. As at June 30, 2015, $Nil (December 31, 2014 - $9,828) was owed to this company.

(2) The Company paid for legal and corporate secretary services to Koffman Kalef LLP Business Lawyers in which the Company's Corporate Secretary is a partner. As at June 30, 2015, $12,877 (December 31, 2014 - $8,447) was owed to this firm.

(3) The Company paid for management fees to Tanadog Management and Technical Services Inc. which is controlled by its President. Included in the management fees was a bonus payment of $Nil and $Nil (Three and six months ended June 30, 2015- $219,144 and 219,144) upon the initial royalty income inclusion. In addition, the Company paid for office and administrative services to the same company. As at June 30, 2015, $2,440 (December 31, 2014 - $39,611) was owed to this company.

The Company's management services contract is renewable automatically for consecutive one year terms, at US$160,000 per year. Fees payable on termination of services is one and a half times the annual rate and fees payable on change of control is three times the annual rate.

11. RELATED PARTY TRANSACTIONS (continued)

Key management personnel compensation

The remuneration of directors and other members of key management personnel during the three and six month period ended June 30, 2015 and 2014 were as follows:

Key management personnel compensation

	For the three months ended		For the six months ended	
	June 30, 2015	June 30, 2014	**June 30, 2015**	June 30, 2014
Salaries and management fees	**$ 98,516**	$ 98,593	**$ 165,374**	$ 442,700
Share-based payments - management [(1)]	**5,290**	11,286	**18,209**	30,208
Share-based payments - directors [(1)]	**5,115**	6,154	**15,327**	15,164
	$ 108,921	$ 116,033	**$ 198,910**	$ 488,072

i. Share-based payments are the fair value of options granted to key management personnel and directors.

12. COMMITMENTS AND CONTINGENCIES

a) The Company has commitments under operating leases for its premises in Vancouver, British Columbia, for an approximate minimum annual rent of $77,152 until September 30, 2016. The Reno office lease was renewed for an additional three years with an option to terminate after one year (May 31, 2015). The monthly rent is US$5,400 and is adjusted annually by the consumer price index.

b) As disclosed in Note 6(a), if Newmont does not exercise the joint venture option by the 120th day of receipt of a feasibility study from the Company, or elects not to proceed with the joint venture after the joint venture agreement is signed, or fails to complete the Phase 1 Earn-in Expenditures, it will be obligated to sell its interest in the Wilco – Newmont property to the Company for US$2,000,000, which may be partially payable in shares at the discretion of the Company.

c) The Company entered into a geologic service contract at US$650 per day from January 1, 2015 until December 31, 2015.

d) The Company entered into a geographic information systems service contract at US$70 per hour from January 1, 2015 until December 31, 2015.

e) The Company entered into agreements to lease vehicles from a company controlled by its President. The monthly lease payments total US$4,800 per month with terms of 12 and 36 months.

f) The Company entered into an investor relations agreement at CHF 4,900 per month from January 1, 2015 until December 31, 2015.

13. OPERATING SEGMENT INFORMATION

The Company operates in one industry segment within two geographical areas, Canada and the state of Nevada in the United States of America. The mineral properties are located solely in the Nevada segment.

The following table shows the assets and liabilities as at June 30, 2015 and December 31, 2014 and the net loss for the three months ended June 30, 2015 and 2014 attributable to each geographical segment:

	Canada	United States	Total
As at June 30, 2015			
Evaluation and exploration assets	$ -	$ 5,871,777	**$ 5,871,777**
Other assets	2,480,736	4,033,617	**6,514,353**
Liabilities	(152,017)	(303,356)	**(455,373)**
	$ 2,328,719	**$ 9,602,038**	**$ 11,930,757**
As at December 31, 2014			
Evaluation and exploration assets	$ -	$ 4,424,962	**$ 4,424,962**
Other assets	2,699,670	4,498,290	**7,197,960**
Liabilities	(95,215)	(384,484)	**(479,699)**
	$ 2,604,455	**$ 8,538,768**	**$ 11,143,223**
Royalty income:			
For the six months ended June 30, 2015	$ -	$ 3,328,073	$ **3,328,073**
For the six months ended June 30, 2014	$ -	$ 1,673,905	$ **1,673,905**
Net income (loss):			
For the six months ended June 30, 2015	$ (679,966)	$ 874,279	$ **194,313**
For the six months ended June 30, 2014	$ (800,446)	$ (137,203)	$ **(937,649)**

14. MANAGEMENT OF CAPITAL

The Company's shareholders' equity is considered to be its capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk level.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing development efforts, the Company does not pay out dividends.

The Company expects its current capital resources will be sufficient to carry out its exploration plans and operations through 2015. There are no external restrictions on the Company's capital.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

In accordance with IFRS, financial instruments are classified into one of the five following categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets and other financial liabilities. Cash and cash equivalents are designated as held-for-trading and their carrying value approximates fair value as they are cash or they are readily convertible into cash in the normal course. Amounts receivable are classified as loans and receivables. Deposits are classified as held-to-maturity. Their carrying value approximates fair value due to their limited time to maturity and ability to convert them to cash in the normal course of business. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities. Their carrying values also approximate fair value due to their short term maturities.

IFRS 13 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 quoted prices in active markets for identical assets or liabilities;

Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and

Level 3 inputs for the asset or liability that are not based upon observable market data.

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. At June 30, 2015, cash and cash equivalents of $4,490,515 have been measured and recognized in the balance sheet using Level 1 inputs (December 31, 2014 - $5,499,399). At June 30, 2015 and December 31, 2014, there were no financial assets or liabilities measured and recognized in the balance sheet at fair value that would be categorized as Level 2 and 3 in the fair value hierarchy above.

The Company's operations consist of the acquisition, exploration and development of mineral resource properties in North America. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of being affected by these risks, which may include credit risk, liquidity risk, currency risk, interest rate risk and other price risks. When material, these risks are also reviewed and monitored by the Board of Directors.

Credit risk

Counterparty credit risk is the risk that the financial benefits of a contract with a specific counterparty will be lost if the counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by that counterparty, less any amounts owed to the counterparty by the Company where a legal right of offset exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements. The Company manages this risk by only entering into contracts with counterparties who have sufficient financial strength to minimize the risk of a financial default. The Company's cash and cash equivalents are held with large Canadian financial institutions. Accounts receivable consist mostly of refundable excise taxes due from the Federal Government of Canada and interest earned. Reclamation bonds are amounts deposited with the Bureau of Land Management of the United States Department of the Interior and the Department of Conservation & Natural Resources of the State of Nevada. As such, the Company considers this risk to be minimal.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Credit risk (continued)

i. Trade credit risk

The Company is in the exploration stage and has not yet commenced commercial production. Therefore, the Company is not exposed to significant trade credit risk.

ii. Accounts receivable

The Company's accounts receivable balance consists of excise taxes refundable from the Federal Government of Canada and the royalty income. The maximum exposure is $1,521,990 (December 31, 2014 - $1,325,118).

iii. Cash and cash equivalents

In order to manage credit and liquidity risk to minimize the likelihood of a loss, the Company invests only in highly rated investment grade instruments that have maturities of three months or less. Monetary limits are also established based on the type of investment, the counterparty and the credit rating.

iv. Derivative financial instruments

As at June 30, 2015 and December 31, 2014, the Company had no derivative financial instruments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet is financial obligations as they come due. The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements and its exploration and development plans. The annual budget is approved by the Board of Directors. The Company ensures, through the management of its available cash and the issue of shares, that there are sufficient cash balances to meet its short-term business requirements. Accounts payable and accrued liabilities and amounts due to related parties are due on demand.

Currency risk

Currency risk is the risk of loss due to fluctuation of foreign exchange rates and the effects of these fluctuations on foreign currency denominated monetary assets and liabilities. The Company's mineral property interests in the United States subject the Company to foreign currency fluctuations which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian dollar and US dollar.

A change in the value of the US dollar by 10% relative to the Canadian dollar would affect the Company's US dollar monetary assets and liabilities by approximately $473,000 (December 31, 2014 - $440,260).

The Company does not invest in derivatives to mitigate these risks.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes to market interest rates. The Company limits its exposure to interest rate risk by investing only in short term investments at major Canadian financial institutions. As at June 30, 2015, the Company was not exposed to interest rate risk.

Commodity price risk

The ability of the Company to develop its mineral properties and the future profitability of the Company will be directly related to the market price of gold.

16. SUBSEQUENT EVENTS

Subsequent to June 30, 2015, the following occurred:

a. On August 10, 2015, Rye Patch US unable to resolve the issue directly with Coeur Mining, filed a demand for arbitration on the Q1 2014 NSR. The Company retained Pricewaterhousecoopers LLP to perform an audit of the 2014 royalty calculation and payments. Based on the results, the arbitration calls into question the exclusion of US$9.2 million of revenue from gold and silver produced and sold in January 2014. The company contends that the payment of the 3.4% royalty for 2014 was deficient in the amount of US$313,242.

b. The Company acquired 305,000 common shares of the Company subsequent to the period end at an average price of $0.14 and total cost of $43,731.

c. Stock options totalling 271,250 expired unexercised on July 31, 2015.