Condensed Consolidated Interim Financial Statements
(Expressed in Canadian dollars)

PMI GOLD
CORPORATION

For the three months ended September 30, 2013

Unaudited

Notice of no auditor review of the interim financial statements

The accompanying unaudited interim financial statements of PMI Gold Corporation ("PMI" or the "Company"), for the three months ended September 30, 2013, have been prepared by management and have been approved by the Audit Committee and Board of Directors of the Company.

These unaudited interim financial statements have not been the subject of a review by the Company's auditor.

PMI GOLD CORPORATION

Condensed Consolidated Interim Statements of Financial Position
(Unaudited)
(Expressed in Canadian dollars)

	September 30, 2013	June 30, 2013
		(Audited)
Assets		
Current assets:		
Cash and cash equivalents (note 5)	$ 100,539,475	$ 107,782,056
Receivables (note 6)	250,301	194,777
Prepaid expenses	226,117	153,241
	101,015,893	108,130,074
Property & equipment (note 7)	858,657	906,007
Exploration and evaluation assets (note 8)	106,807,643	100,863,505
	$ 208,682,193	$ 209,899,586
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities (note 9)	$ 5,727,445	$ 5,520,523
Provision for reclamation (note 10)	1,392,933	1,519,508
Total liabilities	7,120,378	7,040,031
Shareholders' equity:		
Share capital (note 11)	232,112,812	232,112,812
Reserves (note 11)	8,584,466	8,430,941
Deficit	(39,135,463)	(37,684,198)
	201,561,815	202,859,555
	$ 208,682,193	$ 209,899,586

Corporate information (note 1)
Subsequent events (note 16)

See accompanying notes to the condensed consolidated interim financial statements.

Approved by the Board:

"Peter Bradford" — *Director, President & Chief Executive Officer*

"Jim Askew" — *Director*

PMI GOLD CORPORATION

Condensed Consolidated Interim Statements of Operations, Loss and Comprehensive Loss
(Unaudited)
(Expressed in Canadian dollars)
Three months ended September 30,

		2013		2012
Expenses:				
Accretion (note 10)	$	8,483	$	-
Amortization		14,316		12,941
Professional and consulting fees		388,023		374,579
Non-executive directors' fees and costs		112,184		84,092
Foreign exchange loss		51,409		71,596
Office and support costs		222,652		326,618
Salaries and benefits		499,353		377,321
Shareholder communications		49,950		78,211
Share-based payments (note 12(b))		118,272		248,496
Transfer agent and regulatory fees		54,840		75,895
Travel and promotion		266,223		192,970
Loss from operations		(1,785,705)		(1,842,719)
Other income:				
Interest income		337,261		64,663
		(337,261)		64,663
Loss and comprehensive loss before taxes		(1,448,444)		(1,778,056)
Income tax expense		(2,821)		(2,267)
Loss and comprehensive loss for the year	$	(1,451,265)	$	(1,780,323)
Basic and diluted loss per common share	$	(0.004)	$	(0.006)
Basic and diluted weighted average number of common shares outstanding		414,000,084		273,725,682

See accompanying notes to the condensed consolidated interim financial statements.

PMI GOLD CORPORATION

Condensed Consolidated Interim Statements of Cash Flows
(Unaudited)
(Expressed in Canadian dollars)
Three months ended September 30,

	2013	2012
Cash provided by (used in):		
Operating activities:		
Loss for the year	$ (1,451,265)	$ (1,780,323)
Items not affecting cash:		
Accretion	8,483	-
Amortization	14,316	12,941
Share-based payments	118,272	248,496
	(1,310,194)	(1,518,886)
Changes in non-cash working capital items:		
Receivables	(55,524)	61,618
Prepaid expenses	(72,876)	(68,330)
Accounts payable and accrued liabilities	(218,617)	(453,850)
	(1,657,211)	(1,979,448)
Investing activities:		
Additions to property & equipment	(11,230)	(141,762)
Additions to exploration and evaluation assets	(5,574,140)	(14,635,589)
	(5,585,370)	(14,777,351)
Financing activities:		
Shares issued for cash	-	2,702,000
	-	2,702,000
Decrease in cash and cash equivalents during the period	(7,242,581)	(14,054,799)
Cash and cash equivalents, beginning of period	107,782,056	40,722,548
Cash and cash equivalents, end of period	$ 100,539,475	$ 26,667,749
Effect of exchange rate fluctuations on cash held	$ (51,566)	$ (254,807)
Cash paid during the period for income taxes	2,821	2,267
Cash received during the period for interest	329,690	56,463

Supplemental disclosure with respect to cash flows (note 13).

See accompanying notes to the condensed consolidated interim financial statements.

PMI GOLD CORPORATION

Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited)
(Expressed in Canadian dollars)

	Number of shares	Share capital	Reserves	Deficit	Total
Balance, June 30, 2012	262,170,084	$ 119,578,794	$ 8,034,686	$ (29,542,095)	$ 98,071,385
Loss for the period	-	-	-	(1,780,323)	(1,780,323)
Exercise of options	380,000	111,000	-	-	111,000
Exercise of warrants	12,955,000	2,591,000	-	-	2,591,000
Reallocation on exercise of options	-	78,415	(78,415)	-	-
Share-based payments	-	-	435,696	-	435,696
Balance, September 30, 2012	275,505,084	122,359,209	8,391,967	(31,322,418)	99,428,758
Balance, June 30, 2013	414,000,084	$ 232,112,812	$ 8,430,941	$ (37,684,198)	$ 202,859,555
Loss for the period	-	-	-	(1,451,265)	(1,451,265)
Share-based payments	-	-	153,525	-	153,525
Balance, September 30, 2013	414,000,084	$ 232,112,812	$ 8,584,466	$ (39,135,463)	$ 201,561,815

See accompanying notes to the condensed consolidated interim financial statements.

1. Corporate information:

PMI Gold Corporation ("PMI" or the "Company") was incorporated in British Columbia. The condensed consolidated interim financial statements of the Company as at, and for the 3 months ended, September 30, 2013 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities"). The principal business of the Group is the acquisition, exploration, and development of mineral properties. The Company has two wholly-owned subsidiaries: Adansi Gold Company Ghana Limited ("Adansi") which is incorporated in Ghana and PMI Gold Kubi (Barbados) Inc. (formerly called Nevsun Resources (Ghana) Ltd) which is incorporated in Barbados. The Group's principal properties are located in Ghana, West Africa with the Obotan Gold Project ("Obotan") advancing towards a development decision The company also has two exploration stage properties in Ghana, the Kubi Gold Project ("Kubi") and the Diaso Gold Project, formerly Asanko Gold Project ("Diaso").

The Company's head office, principal address and registered and records office is 408-837 West Hastings Street, Vancouver, British Columbia, Canada, V6C 3N6.

The Company has not generated revenues from operations. These condensed consolidated interim financial statements have been prepared assuming the Company will continue as a going concern which contemplates the ability of the Company to realize its assets and discharge its liabilities in the normal course of business. These condensed consolidated interim financial statements do not include adjustments that would have been required if going concern were not an appropriate basis for preparation of the financial statements.

The Company, through acquisition and exploration of mineral properties, has incurred losses since inception and is currently not generating any revenues aside from interest income. For the three months ended September 30, 2013, the Company had net cash outflows of $7,242,581 (2012 - $14,054,799). At September 30, 2013, the Company's cash and cash equivalents balance was $100,539,475 (June 30, 2013 - $107,782,056) and working capital was $95,288,449 (June 30, 2013 - $102,609,551).

The Company's ability to continue as a going concern on a longer term basis depends on its ability to successfully raise additional financing for further exploration activity and development or to enter into profitable operations. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

2. Basis of presentation and statement of compliance:

(a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the IASB ("International Accounting Standards Board") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34-Interim Financial Reporting. The accounting policies followed in these condensed consolidated interim financial statements are the same as those applied in the Company's audited annual financial statements for the year ended June 30, 2013.

These consolidated financial statements were authorized for issue by the Board of Directors on November 13, 2013.

2. Basis of presentation and statement of compliance (continued):

(b) Basis of consolidation and presentation:

These condensed consolidated interim financial statements do 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 June 30, 2013.

3. Significant accounting policies:

The preparation of the unaudited condensed consolidated interim financial statements requires management to make estimates and judgments and to form assumptions that affect the reported amounts of assets and liabilities. Management's estimates and judgments are continually evaluated and are based on historical experience and other factors that management believes to be reasonable under the circumstances. Actual results may differ from these estimates. The significant accounting estimates and judgments applied in the preparation of the Company's unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in notes 3 and 4 to the Company's consolidated financial statements for the year ended June 30, 2013.

4. Changes in accounting standards:

The following changes in accounting standards were adopted by the Company on July 1, 2013:

(*i*) IFRS 10 *Consolidated Financial Statements*:

In May 2011, the IASB issued IFRS 10, *Consolidated Financial Statements* and IFRS 12, *Disclosure of Interests in Other Entities.* IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This standard defines the principle of control and establishes control as the basis for determining which entities are consolidated in an entity's consolidated financial statements. IFRS 10 sets out three elements of control: a) power over the investee; b) exposure, or right, to variable returns from involvement with the investee; and c) the ability to use power over the investee to affect the amount of the investors return. IFRS 10 sets out the requirement on how to apply the control principle. IFRS 12 outlines the disclosure requirements for interests in subsidiaries and other entities to enable users to evaluate the risks associated with interests in other entities and the effects of those interests on an entity's financial position, financial performance and cash flows. IFRS 10 and IFRS 12 supersede IAS 27, *Consolidated and Separate Financial Statements and SIC-12, Consolidated – Special Purpose Entities.* The adoption of IFRS 10 and IFRS 12 has not had a significant impact on the Company's consolidated financial statements.

(Expressed in Canadian dollars)

4. Changes in accounting standards (continued):

(*ii*) IFRS 11 *Joint Arrangements:*

IFRS 11 describes the accounting for arrangements in which there is joint control which requires joint arrangements to be classified either as point operations or joint ventures based on set criteria. In addition, IFRS 11 requires use of equity accounting as; proportionate consolidation is not permitted for joint ventures (as newly defined). IFRS 11 replaces IAS 31 *Interests in Joint Ventures* and SIC 13 *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. The standard is effective for annual periods beginning on or after January 1, 2013. The adoption of IFRS 11 has not had a significant impact on the Company's consolidated financial statements.

(*iii*) IFRS 13 *Fair Value Measurement*:

IFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP. The standard is effective for annual periods beginning on or after January 1, 2013. The adoption of IFRS 13 has not had a significant impact on the Company's consolidated financial statements.

5. Cash:

Of the total balance of cash and cash equivalents, $1.2 million has been given as security for bank guarantees securing equipment purchases and office leases.

6. Receivables:

The Company's receivables are as follows:

	September 30, 2013	June 30, 2013
HST/GST receivable	$ 102,872	$ 42,750
Interest receivable	126,457	134,028
Other receivables	20,972	17,999
	$ 250,301	$ 194,777

(Expressed in Canadian dollars)

7. Property & equipment:

	Field tools & equipment	Vehicles	Furniture & equipment	Computer equipment	Total
Cost:					
Balance at June 30, 2013	$ 238,042	$ 860,670	$ 330,557	$ 554,044	$1,983,313
Additions	-	-	8,530	2,700	11,230
Balance at September 30, 2013	$ 238,042	$ 860,670	$ 339,087	$ 556,744	$1,994,543
Amortization:					
Balance at June 30, 2013	$ 130,159	$ 404,515	$ 113,679	$ 428,953	$1,077,306
Additions	8,090	29,738	11,273	9,479	58,580
Balance at September 30, 2013	$ 138,249	$ 434,253	$ 124,952	$ 438,432	$1,135,886
Carrying amounts:					
Balance at June 30, 2013	$ 107,883	$ 456,155	$ 216,878	$ 125,091	$ 906,007
Balance at September 30, 2013	$ 99,793	$ 426,417	$ 214,135	$ 118,312	$ 858,657

8. Exploration and evaluation assets:

The Company has incurred the following exploration and evaluation asset expenditures for the three months ended September 30, 2013:

	Obotan	Diaso (formerly Asanko)	Kubi	Total
Acquisition costs:				
Balance, June 30, 2013	$ 14,409,916	$ 1,506,965	$ 5,621,700	$ 21,538,581
Additions during the period	-	-	-	-
Balance, September 30, 2013	14,409,916	1,506,965	5,621,700	21,538,581
Exploration and evaluation expenditures:				
Balance, June 30, 2013	57,349,696	10,684,535	11,290,693	79,324,924
Additions during the period:				
Feasibility and pre-development costs	3,588,332	-	-	3,588,332
Assaying testing and analysis	101,339	20,404	152,546	274,289
Contract labour	781	994	7,677	9,452
Drilling	3,740	254	563,937	567,931
Field office	45,037	1,633	31,496	78,166
Geology and geophysics	227,218	61,276	130,288	418,782
Lease rental and claims maintenance	35,995	5,352	259	41,606
Legal	513,873	44,919	5,959	564,751
Project management and related exploration costs	245,999	32,321	112,545	390,865
Transportation and travel	3,653	22	6,289	9,964
	4,765,967	167,175	1,010,996	5,944,138
Balance, September 30, 2013	62,115,663	10,851,710	12,301,689	85,269,062
Total, September 30, 2013	$ 76,525,579	$ 12,358,675	$ 17,923,389	$ 106,807,643

(Expressed in Canadian dollars)

8. Exploration and evaluation assets (continued):

The Company has incurred the following exploration and evaluation asset expenditures for the year ended June 30, 2013:

	Obotan	Diaso (formerly Asanko)	Kubi	Total
Acquisition costs:				
Balance, June 30, 2012	$ 6,531,674	$ 1,506,965	$ 5,621,700	$ 13,660,339
Additions during the year	7,878,242	-	-	7,878,242
Balance, June 30, 2013	14,409,916	1,506,965	5,621,700	21,538,581
Exploration and evaluation expenditures:				
Balance, June 30, 2012	35,943,065	6,723,869	7,876,602	50,543,536
Additions during the year:				
Feasibility and pre-development costs	13,659,376	-	-	13,659,376
Assaying testing and analysis	861,302	704,268	440,298	2,005,868
Contract labour	81,844	34,389	37,524	153,757
Drilling	2,779,859	1,822,966	542,852	5,145,677
Field office	296,238	213,824	207,655	717,717
Geology and geophysics	732,476	248,976	140,988	1,122,440
Lease rental and claims maintenance	115,660	94,184	25,241	235,085
Legal	242,882	21,945	6,169	270,996
Project management and related exploration costs	2,577,917	795,180	2,004,896	5,377,993
Transportation and travel	59,077	24,934	8,468	92,479
	21,406,631	3,960,666	3,414,091	28,781,388
Balance, June 30, 2013	57,349,696	10,684,535	11,290,693	79,324,924
Total, June 30, 2013	$ 71,759,612	$ 12,191,500	$ 16,912,393	$ 100,863,505

9. Accounts payable and accrued liabilities:

Accounts payable and accrued liabilities are as follows:

	September 30, 2013	June 30, 2013
Trade payables	$ 1,151,779	$ 955,918
Accrued liabilities	4,575,666	4,564,605
	$ 5,727,445	$ 5,520,523

(Expressed in Canadian dollars)

10. Provision for reclamation:

The Company has estimated the present value of the reclamation obligations which exist in relation to its properties to September 30, 2013 based on the best available information regarding the timing and amount of expected expenditure and recorded a provision of $1,392,933 (June 30, 2013 - $1,519,508). The present value of the future reclamation obligation as at September 30, 2013 assumes a year of settlement and anticipated year of close of 2024, a discount rate of 2.50%, and an inflation rate of 1.50%.

Provision for reclamation	September 30, 2013	June 30, 2013
Balance, beginning of year	$ 1,519,508	$ -
Liabilities incurred during the period	-	1,424,226
Accretion expense	8,483	13,834
Foreign exchange	(135,058)	81,448
	$ 1,392,933	$ 1,519,508

11. Share capital and reserves:

Authorized:

- Unlimited common shares, without par value and are fully paid.

During the three months ended September 30, 2013, the Company had no share transactions.

During the year ended June 30, 2013, the Company:

- Issued 136,907,500 common shares for gross proceeds totaling $115,002,300 pursuant to the completion of a private placement. In conjunction with the issuance of the shares, the Company incurred $6,221,583 in share issuance costs.
- Issued 13,955,000 common shares for gross proceeds totaling $3,201,000 pursuant to the exercise of warrants.
- Issued 967,500 common shares for gross proceeds totaling $328,500 pursuant to the exercise of stock options. As a result of the exercise, the Company reclassified $223,801 from contributed surplus to share capital.

(Expressed in Canadian dollars)

12. Stock options and warrants:

(a) Stock options:

Option plan:

The Company has a stock option plan covering the grant of options to its directors, officers and employees. A limit of 10% of the issued and outstanding common shares base can be issued in stock options without shareholder approval. It also limits the number of shares that may be allocated for subscription (upon exercise of the options) to eligible persons in Australia to 5% of the number of issued and outstanding shares. The stock option plan provides that the options are for a maximum term of five years and that the option exercise price shall be for not less than the market price on the grant date.

	Number of options	Weighted average exercise price
Balance, June 30, 2012	15,217,500	$ 1.03
Exercised	(380,000)	0.29
Balance, September 30, 2012	14,837,500	1.05
Balance, June 30, 2013	14,225,000	1.00
Granted	2,000,000	0.57
Cancelled	(1,000,000)	0.90
Balance, September 30, 2013	15,225,000	$ 0.95
Number of options currently exercisable	10,285,000	$ 0.81

The weighted average remaining contractual life for the share options outstanding as at September 30, 2013 is 2.48 years (2012 – 3.30 years).

(Expressed in Canadian dollars)

12. Stock options and warrants (continued):

(a) Stock options (continued):

As at September 30, 2013, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

Number of options	Exercise price	Expiry date
400,000	$ 0.30	September 9, 2014
1,000,000	1.05	December 15, 2015
3,000,000	0.90	January 20, 2016
500,000	0.90	February 18, 2016
1,600,000	0.80	June 1, 2015
1,750,000	2.00	March 11, 2016
560,000	0.80	June 1, 2016
240,000	0.77	October 2, 2016
200,000	1.17	November 18, 2016
425,000	1.75	November 18, 2016
250,000	1.28	June 7, 2017
300,000	0.86	June 12, 2017
2,000,000	0.57	September 9, 2017
1,000,000	0.91	April 17, 2018
2,000,000	0.54	June 12, 2018
15,225,000		

(b) Share-based payments:

During the three months ended September 30, 2013, the Company granted 2,000,000 (2012 – nil) and cancelled 1,000,000 (2012 – nil) stock options. Some of these stock options include performance based vesting criteria. The fair value of the options granted during the period is $317,727 (2012 - $nil), based on the Black-Scholes option pricing model. For the three months ended September 30, 2013, the share-based payments recognized was $153,525 (2012 - $435,696), of which $35,254 (2012 - $187,200) was capitalized to exploration and evaluation assets.

The following weighted average assumptions were used for the Black-Scholes option pricing model:

	2013	2012
Risk-free interest rate	2.10%	-
Expected life of options	4 years	-
Annualized volatility	75%	-
Dividend rate	0.00%	-
Forfeiture rate	0.00%	-

(Expressed in Canadian dollars)

12. Stock options and warrants (continued):

(c) Warrants:

Warrant transactions and the number of warrants are summarized as follows:

	Number of warrants	Weighted average exercise price
Balance June 30, 2012	14,055,000	$ 0.29
Exercised	(12,955,000)	0.20
Expired	(100,000)	0.20
September 30, 2012	1,000,000	0.61
Balance, June 30, 2013 & September 30, 2013	600,000	$ 1.05

As at September 30, 2013, warrants were outstanding enabling the holders to acquire common shares as follows:

Number of warrants	Exercise price	Expiry date
600,000	$ 1.05	September 26, 2015

13. Supplemental disclosure with respect to cash flows:

During the three months ended September 30, 2013, significant non-cash investing and financing activities included:

- incurring $44,264 (2012 - $86,143) of amortization expense capitalized to exploration and evaluation assets;
- incurring exploration and evaluation asset recoveries of $135,058 (2012 - $nil) included in the provision for reclamation;
- incurring exploration and evaluation asset expenditures of $4,600,441(2012 - $5,697,538) included in accounts payable;
- incurring $35,253 (2012 - $187,200) of share-based payment expense capitalized to exploration and evaluation assets; and
- recording of a fair value reversal of $nil (2012 - $78,415) out of contributed surplus on the exercise of stock options.

(Expressed in Canadian dollars)

14. Related party transactions:

The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel:

	September 30, 2013	September 30, 2012
Executive compensation (1)	$ 460,777	$ 349,273
Non-executive directors fees	112,184	96,301
Share-based payments	104,953	181,923
	$ 677,915	$ 627,497

(1) Of these, there are $Nil (2012 - $35,486) for professional fees included in deferred exploration costs paid to a firm controlled by an former executive director of the Company and $Nil (2012 - $15,962) for property option payments included in deferred exploration costs, made to two companies controlled by an executive director of the Company's Ghanaian subsidiary.

Included in accounts payable and accrued liabilities at September 30, 2013 is $439,770 (September 30, 2013 - $51,543) owing to related parties, all in respect of the above transactions.

15. Segmented information:

The Company operates in one business segment, being the acquisition and exploration of mineral properties. The Company's capital assets are located primarily in the Republic of Ghana.

Geographic information is as follows:

	September 30, 2013	June 30, 2013
Assets:		
Canada	$ 98,128,004	$ 102,368,776
Ghana	108,033,831	102,535,541
Australia	2,520,358	4,995,269
	$ 208,682,193	$ 209,899,586

16. Subsequent events:

Subsequent to Quarter end, a contract was entered into with the President and CEO committing to the issue of 1 million performance rights subject to shareholder approval.

(Expressed in Canadian dollars)

17. Commitments:

The Company currently has operating lease agreements for office premises in Ghana and Australia. The total commitment over the next five fiscal years relating to these leases totals $573,742 as follows:

		September 30, 2013		June 30, 2013
Less than 1 year	$	366,635	$	365,704
Between 1 and 5 years		207,107		273,240
	$	573,742	$	638,944

Bank guarantees have been entered into over the above and equipment purchases amounting to $1.2 million.