

# CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS THREE AND NINE MONTHS ENDED FEBRUARY 28, 2014

(UNAUDITED)

#### **NOTICE TO READER**

The accompanying unaudited condensed interim consolidated financial statements of Grandview Gold Inc. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

# Condensed Interim Consolidated Statements of Financial Position (Expressed in Canadian Dollars)

(Unaudited)

As at	Feb	February 28, 2014			
Assets					
Current Cash HST and sundry receivables Prepaid expenses	\$	1 8,066 281	\$	17,187 8,070	
Total assets	\$	8,348	\$	25,257	
Liabilities					
Current Accounts payable and accrued liabilities (Note 10) Loan payable (Note 4)	\$	172,608 5,025	\$	112,781 -	
Total liabilities		177,633		112,781	
Shareholders' deficit		(169,285)		(87,524)	
Total liabilities and shareholders' deficit	\$	8,348	\$	25,257	

Nature of operations and going concern (Note 1) Subsequent event (Note 12)

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

Approved by the Board of Directors:

"Paul T. Sarjeant"
Director
"Jack Austin"
Director



# Condensed Interim Consolidated Statements of Loss and Comprehensive Loss (Expressed in Canadian Dollars)

(Unaudited)

	Three Months Ended February 28,					nths Ended uary 28,	
	2	2014		2013		2014	2013
Expenses							
General and administration (Note 12)	\$	18,952	\$	55,269	\$	81,761	\$ 168,286
Impairment of mining interests	•	-	į	5,234,611	-	-	5,234,611
Uncollected Peruvian value added taxes		-		41,027		-	41,027
Net loss and comprehensive loss for the period	\$	(18,952)	\$(	5,330,907)	\$	(81,761)	\$(5,443,924)
Loss per share - basic and diluted (Note 8)	\$	(0.00)	\$	(0.07)	\$	(0.00)	\$ (0.07)
Weighted average number of shares outstanding - basic and diluted	8	1,163,032	8	1,163,032	8′	1,163,032	81,163,032

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



Condensed Interim Consolidated Statements of Changes in Shareholders' Deficit (Expressed in Canadian Dollars)

(Unaudited)

		Reserves			_		
	Share Capital (Note 5)		Warrant Reserve (Note 6)	S	uity Settled hare Based Payments Reserve (Note 7)	Deficit	Total
Balance, May 31, 2012 Expired warrants Net loss for the period	\$ 16,533,842 - -	\$	<b>1,701,366</b> (1,701,366)	\$	8,982,005 - -	<b>\$(21,822,862)</b> 1,701,366 (5,443,924)	\$ <b>5,394,351</b> - (5,443,924)
Balance, February 28, 2013	\$16,533,842	\$	-	\$	8,982,005	\$ (25,565,420)	\$ (49,573)
		_	Res	serv	⁄es	_	
	Share Capital (Note 5)		Warrant Reserve (Note 6)	S	hare Based Payments Reserve (Note 7)	Deficit	Total
Balance, May 31, 2013 Net loss for the period	\$ 16,533,842 -	\$	- -	\$	8,982,005	<b>\$(25,603,371)</b> (81,761)	\$ <b>(87,524)</b> (81,761)
Balance, February 28, 2014	\$ 16,533,842	\$	-	\$	8,982,005	\$(25,685,132)	\$ (169,285)

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



# **Condensed Interim Consolidated Statements of Cash Flows** (Expressed in Canadian Dollars)

(Unaudited)

	Nine Mor Febru 2014	 
Cash flows used in operating activities		
Net loss for the period	\$ (81,761)	\$ (5,443,924)
Impairment of exploration and evaluation property interests	- '	5,234,611
Accrued interest	-	537
Net change in non-cash working capital:		
HST and sundry receivables	4	93,315
Prepaid expenses	(281)	15,980
Accounts payable and accrued liabilities	59,827	(33,943)
Cash flows used in operating activities	(22,211)	(133,424)
Cash flows provided by investing activities  Exploration and evaluation property expenditures  Redemption of short term investments	-	(8,830) 25,000
Cash flows provided by investing activities	-	16,170
Cash flows provided by financing activity  Loan payable (Note 4)	5,025	
Cash flows provided by financing activity	5,025	
Change in cash during the period	(17,186)	(117,254)
Cash, beginning of period	17,187	137,752
Cash, end of period	\$ 1	\$ 20,498

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



Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 1. Nature of Operations and Going Concern

Grandview Gold Inc. (the "Company" or "Grandview") is a gold exploration company focused on exploring and developing gold properties in gold camps of North and South America. The Company was incorporated under the laws of the Province of Ontario. To date, the Company has not earned significant revenues from gold exploration and is considered to be in the exploration and evaluation stage.

These unaudited condensed interim consolidated financial statements were prepared on a going concern basis of presentation, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not earned revenue and has an accumulated deficit of \$25,685,132 as at February 28, 2014 (May 31, 2013 - \$25,603,371). As at February 28, 2014, the Company had cash of \$1 (May 31, 2013 - \$17,187) and a working capital deficit of \$169,285 (May 31, 2013 - working capital deficit of \$87,524). The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and or achieve profitable operations in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast substantial doubt upon the Company's ability to continue as a going concern, as described in the following paragraph. These unaudited condensed interim consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. These adjustments could be material.

Management is actively pursuing funding options, being financing and alternative funding options, required to meet the Company's requirements on an ongoing basis. The financial market climate has been very difficult for junior resource companies, such as Grandview. To meet the challenges of the current climate in the financial markets, the Company is minimizing its expenditures.

#### 2. Significant Accounting Policies

#### Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB and interpretations issued by the IFRIC.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of April 7, 2014, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended May 31, 2013 other than changes in accounting policies as discussed below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending May 31, 2014 could result in restatement of these unaudited condensed interim consolidated financial statements.



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Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 2. Significant Accounting Policies (Continued)

#### Changes in accounting policies

#### IFRS 10 Consolidated Financial Statements ("IFRS 10")

IFRS 10 provides a single model to be applied in the control analysis for all investees, including entities that currently are Special Purpose Entities ("SPEs") in the scope of SIC-12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 (2008). On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

#### IFRS 11 Joint Arrangements ("IFRS 11")

IFRS 11 replaces the guidance in IAS 31 Interests in Joint Ventures ("IAS 31"). Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures do not have the choice between equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 and IAS 36 Impairment of Assets. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

#### IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12")

IFRS 12 was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

#### IFRS 13 Fair Value Measurement ("IFRS 13")

IFRS 13 was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.



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Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 2. Significant Accounting Policies (Continued)

#### Changes in accounting policies (continued)

#### IAS 1 Presentation of Financial Statements ("IAS 1")

IAS 1 was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the unaudited condensed interim consolidated financial statements.

#### IAS 28 Investments in Associates and Joint Ventures ("IAS 28")

IAS 28 was issued by the IASB in May 2011 and supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. IAS 28 also provides guidance on how the equity method of accounting is to be applied and also prescribes how investments in associates and joint ventures should be tested for impairment. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the unaudited condensed interim consolidated financial statements.

#### **Future accounting changes**

#### IFRS 9 Financial Instruments ("IFRS 9")

IFRS 9 was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 will be effective as at January 1, 2018. The Company is in the process of assessing the impact of this pronouncement.

#### IAS 32 Financial Instruments: Presentation ("IAS 32")

IAS 32 was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted. The Company is assessing the impact of IAS 32 on its consolidated financial statements.



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Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 3. Exploration and Evaluation Property Interests

As of February 28, 2014, accumulated costs with respect to the Company's exploration and evaluation property interests, consisted of the following:

#### **Exploration and Evaluation Property Interests**

Balance, May 31, 2012 Additions Impairment of mining interests	<b>\$ 5,225,781</b> 8,830 (5,234,611)
Balance, February 28, 2013	\$ -
Balance, May 31, 2013 and February 28, 2014	\$ -

#### 4. Loan payable

At February 28, 2014, the Company has a loan of \$5,025 which is non-interest bearing and repayable on demand. The loan is due to a shareholder of the Company.

#### 5. Share Capital

#### (a) Authorized

Unlimited number of common shares with no par value.

Unlimited number of preference shares. The preference shares are without par value, redeemable, voting, non-participating, and are convertible into common shares at the rate of one common share for five preference shares (none currently issued and outstanding).

#### (b) Issued

Number		
of Common		
Shares		Amount
81,163,032	\$	16,533,842
	Shares	of Common Shares

#### 6. Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2012 Expired	<b>31,304,996</b> (31,304,996)	<b>\$ 0.13</b> (0.13)
Balance, February 28, 2013, May 31, 2013 and February 28, 2014	-	\$ -



Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 7. Stock Options

The Company maintains an employee stock option plan under which the Board of Directors, or a committee appointed for such purpose, may from time to time grant to employees, officers, directors or consultants of the Company, options to acquire common shares in such numbers, for such terms and at such exercise prices, as may be determined by the Board of Directors or such committee.

The stock option plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the stock option plan shall be equal to 10% of the total issued and outstanding common shares and that the maximum number of common shares which may be reserved for issuance to any one optionee pursuant to share options may not exceed 5% of the common shares outstanding at the time of grant.

The options are valid for a maximum of 5 years from the date of issue and the normal vesting term is 1/4 immediately and 1/4 after 3, 6 and 9 months from the date of grant. Grandview uses the graded vesting method.

The following is a continuity of stock options:

	Number of of Stock Options	Weighted Average Exercise Price
Balance, May 31, 2012 Expired	<b>4,100,000</b> (1,200,000)	<b>\$ 0.31</b> (0.68)
Balance, February 28, 2013, May 31, 2013 and February 28, 2014	2,900,000	\$ 0.15

The following are the stock options outstanding and exercisable at February 28, 2014:

	Options Exercisable				
Expiry Date	Number of Options	<b>9</b> -		Number of Options	Weighted Average Exercise Price
June 23, 2014 December 9, 2014	2,000,000 900,000	0.32 0.78	\$ 0.15 0.15	2,000,000 900,000	\$ 0.15 0.15
	2,900,000	0.46	\$ 0.15	2,900,000	\$ 0.15



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Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 8. Basic and Diluted Loss Per Share

	Three Months Ended February 28,			Nine Months Ended February 28,			
		2014		2013	2014		2013
Numerator for basic loss per share	\$	(18,952)	\$	(5,330,907)	\$ (81,761)	\$	(5,443,924)
Numerator for diluted loss per share	\$	(18,952)	\$	(5,330,907)	\$ (81,761)	\$	(5,443,924)
Denominator for basic loss per share Weighted average number of common shares		81,163,032		81,163,032	81,163,032		81,163,032
Denominator for diluted loss per share Weighted average number of common shares		81,163,032		81,163,032	81,163,032		81,163,032
Basic loss per share	\$	(0.00)	\$	(0.07)	\$ (0.00)	\$	(0.07)
Diluted loss per share	\$	(0.00)	\$	(0.07)	\$ (0.00)	\$	(0.07)

The effect of outstanding stock options has not been included in the determination of diluted loss per share for the periods presented as the effect would be anti-dilutive.

#### 9. Segmented Information

The Company's operations comprise a single reporting operating segment engaged in mineral exploration, which is consistent with the internal reporting reviewed by the Chief Operating Decision Maker, which is determined to be the Chief Executive Officer ("CEO"). The Company's single operating segment is separated by geographic location.

The Company's loss and comprehensive loss by geographic location are:

		onths Ended ruary 28,	Nine Mo Febr			
	2014	2013		2014		2013
Canada \$ Peru	18,952 -	\$ 4,943,115 387,792	\$	81,761 -	\$	5,070,794 373,130
Net loss and comprehensive loss \$	18,952	\$ 5,330,907	\$	81,761	\$	5,443,924



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Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 10. Related Party Transactions

				onths Ended ruary 28,		Nine Months Ended February 28,				
	Notes		2014 2013		2013	2014			2013	
Doublewood Consulting Inc.	(i)	\$	-	\$	20,000	\$	-	\$	45,000	
Marrelli Support Services Inc.	(ii)	\$	9,506	\$	19,499	\$	36,145	\$	43,292	
DSA Corporate Services Inc.	(ii)	\$	150	\$	-	\$	600	\$	-	

- i) For the three and nine months ended February 28, 2014, \$\frac{1}{2}\$ (three and nine months ended February 28, 2013 \$\frac{2}{2}\$,000 and \$\frac{4}{5}\$,000, respectively) was paid to Doublewood Consulting Inc. for the services of Paul T. Sarjeant to act as the President and Chief Executive Officer of the Company. Included in accounts payable and accrued liabilities as at February 28, 2014, is \$20,000 (May 31, 2013 \$20,000) in relation to consulting services rendered.
- ii) For the three and nine months ended February 28, 2014, the Company expensed \$9,506 and \$36,145, respectively (three and nine months ended February 28, 2013 \$19,499 and \$43,292, respectively) to Marrelli Support for the services of Carmelo Marrelli to act as Chief Financial Officer ("CFO") of the Company. In addition, Marrelli Support also provides bookkeeping services to the Company. Carmelo Marrelli is the president of Marrelli Support. The amounts charged by Marrelli Support are based on what Marrelli Support usually charges its clients. The Company expects to continue to use Marrelli Support for an indefinite period. As at February 28, 2014, Marrelli Support was owed \$59,151 (May 31, 2013 \$23,760) and this amount was included in amounts payable and accrued liabilities.

For the three and nine months ended February 28, 2014, the Company expensed \$150 and \$600, respectively (three and nine months ended February 28, 2013 - \$nil) to DSA for filing fees. DSA is a private company controlled by Carmelo Marrelli, the CFO of the Company. Carmelo Marrelli is also the corporate secretary and sole director of DSA. The amounts charged by DSA are based on what DSA usually charges its clients. The Company expects to continue to use DSA for an indefinite period. As at February 28, 2014, DSA was owed \$nil (May 31, 2013 - \$2,857) and this amount was included in amounts payable and accrued liabilities.

There was no other remuneration of Directors or key management personnel (determined to be the CEO and CFO) for the three and nine months ended February 28, 2014 (three and nine months ended February 28, 2013 - \$nil), except as noted above. The Board of Directors and select officers do not have employment or services contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are entitled to stock options for their services. Amounts payable to the related parties as disclosed above, are unsecured, non-interest bearing and are due on demand.

As at February 28, 2014, directors of the Company control 2,414,666 common shares of the Company or approximately 2.98% of the shares outstanding.

To the knowledge of directors and officers of the Company, the remainder of the Company's outstanding common shares are widely held. These holdings can change at any time, at the sole discretion of the shareholders.



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Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended February 28, 2014 (Expressed in Canadian Dollars) (Unaudited)

#### 11. General and Administration Expenses

		Three Months Ended February 28,				Nine Months Ended February 28,			
	2014		2013		2014		2013		
Investor relations, business									
development and reporting									
issuer costs \$	2,141	\$	7,158	\$	9,701	\$	47,686		
Professional fees	12,296		17,798		56,778		39,641		
Management and consulting services	3,000		24,500		12,000		60,000		
Office and administration	321		5,813		838		20,959		
Property carrying costs	1,194		<u>-                                    </u>		2,444		<u>- ´</u>		
\$	18,952	\$	55,269	\$	81,761	\$	168,286		

#### 12. Subsequent event

On March 21, 2014, Richard Brown resigned as a director of the Company. In addition, on March 26, 2014, Carmelo Marrelli resigned as CFO of the Company. Mr. Paul Sarjeant will act in the capacity of CFO until the Company fills the vacancy.



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