

DALRADIAN
RESOURCES

Annual Report

For the year ended December 31, 2015

My fellow shareholders,

It is a pleasure to report to you on your company's progress over the past year and to look forward to an eventful remainder of 2016.

The major milestones that were achieved over the past year since our last annual report have further advanced our Curraghinalt gold project and demonstrated the potential for future expansion:

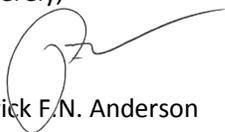
- During 425 days working underground and 175 blasts, we have maintained an exemplary environmental and health and safety record.
- A major portion of the technical work required to support the feasibility study (FS) for Curraghinalt has been completed, including the infill drilling program, most of the underground development and the resource update, which showed a doubling of gold ounces in the higher confidence Measured and Indicated categories.
- We are nearing completion on many of the mine planning and other desktop and laboratory studies that will support the FS and the baseline and impact studies for the Environmental and Social Impact Assessment.
- We made a discovery at Rylagh, some 12 kilometres away from Curraghinalt, with high-grade results such as 168 g/t and 42 g/t of gold returned from outcrop sampling.
- Funds totalling \$61 million were raised during 2015 through two financings and exercises of warrants, giving us sufficient funds to complete the program of work supporting the FS and submission of our planning (permitting) application to build a full mine at Curraghinalt.
- Following on the appointment of our Chief Operating Officer early last year (Eric Tremblay, an experienced underground mine builder and operator), we have made three additions to our board that increase our knowledge and expertise in the following areas – Northern Ireland, the London financial market, underground mining, geology and project evaluation.

One of our directors, Grenville Thomas, will not be standing for re-election this year. We appreciate his many contributions over the years he has served on the board and wish him all the best in his future endeavours.

With all of the technical work we have completed to date, we are on-track to submit our planning application later this year to build a mine at Curraghinalt. In addition, our geological team has been preparing some of our regional exploration targets, such as Rylagh, for drilling so that we can continue to increase the value of our Northern Ireland properties.

Our objective is responsible development of a Northern Irish gold mine that our shareholders, employees, local communities and government can all be proud of. I appreciate your support in achieving this goal.

Sincerely,



Patrick F.N. Anderson
Chairman & Chief Executive Officer

May 13, 2016

DALRADIAN RESOURCES

Management's Discussion and Analysis

For the years ended December 31, 2015
and December 31, 2014

March 23, 2016

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HIGHLIGHTS

Highlights of 2015 and Subsequent Period	
March 23, 2016	Completion of infill drilling program of 51,479 metres, 140 blasts and approximately 690 metres of underground development, including 12 out of 12 underground drill bays
February 18, 2016; December 10, September 10 and July 15, 2015	High grade infill drill results reported from Curraghinalt
December 3, 2015	Dr. Adshead-Bell joins Dalradian Board
December 2, 2015	New gold discovery at Rylagh, 12 kilometres away from Curraghinalt
October 7, 2015	Closing of \$40 million financing
September 3, 2015	Corporate downsizing
May 13 and June 24, 2015	New directors, Jim Rutherford and Patrick Downey, join Dalradian Board, Patrick Anderson appointed Chairman
February 2015	Private placement with Ross Beaty and warrant exercise raise \$19.9 million
February 3, 2015	Eric Tremblay appointed Chief Operating Officer
January 6, 2015	Announcement of first blast at Curraghinalt

NOTES

All references to the Company or Dalradian also include references to the subsidiary of the Company, unless the context requires otherwise.

This management's discussion and analysis ("MD&A") should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended December 31, 2015 and December 31, 2014 (the "Consolidated Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. This MD&A should also be read in conjunction with the Company's 2015 Annual Information Form ("AIF") dated March 23, 2016, which is available on SEDAR at www.sedar.com.

Eric Tremblay, P.Eng., Chief Operating Officer, and Greg Hope, MAIG, Consulting Chief Geologist with Dalradian are the qualified persons, as defined under the guidelines of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") of the Canadian Securities Administrators, and have reviewed and approved the technical information contained in this MD&A.

For additional details on the Curraghinalt high-grade lode gold deposit ("Curraghinalt"), please refer to the Company's technical report dated October 30, 2014 and titled "An Updated Preliminary Economic Assessment of the Curraghinalt Gold Deposit, Tyrone Project, Northern Ireland" (the "PEA"), prepared by Mr. Tim Maunula, P.Geo., of T. Maunula & Associates Consulting Inc., Mr. Barnard Foo, P.Eng., Mr. Bogdan Damjanovic, P.Eng., Mr. Andre Villeneuve, P.Eng., and Mr. Christopher Jacobs, CEng MIMMM, of Micon International Limited ("Micon"), which is available on the Company's website and on SEDAR at www.sedar.com.

All amounts are in Canadian dollars unless otherwise noted.

This MD&A is dated March 23, 2016.

The Company is exploring and evaluating the Curraghinalt gold deposit while continuing to explore for other gold deposits at its properties in Northern Ireland. The Company is subject to a number of risks and uncertainties which are not discussed in this MD&A. To properly understand such risks, readers should refer to the Company's annual consolidated financial statements and AIF for the year ended December 31, 2015 under the headings "Financial Instruments and Risk Management" and "Risk Factors", respectively.

Caution Regarding Forward-Looking Information

This MD&A contains "forward looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its subsidiary and its mineral project, the future price of metals, test work and confirming results from work performed to date, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage, the timing and possible outcome of pending regulatory matters and the realization of the expected economics of the Curraghinalt gold deposit. Often, but not always, forward looking statements can be identified by the use of words and phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward looking statements are based on the opinions and estimates of management as of the date such statements are made and are based on various assumptions such as the continued political stability in Northern Ireland, that permits required for Dalradian's operations will be obtained on a timely basis in order to permit Dalradian to proceed on schedule with its planned exploration and development programs, that skilled personnel and contractors will be available as Dalradian's operations continue to grow, that the price of gold will be at levels that render Dalradian's mineral project economic, that the Company will be able to continue raising the necessary capital to finance its operations and realize on mineral resource estimates and current mine plans, that the assumptions contained in the Company's PEA (as defined herein) are accurate and complete, that results from the infill drilling program continue to be positive, that the mineral resource update is positive, that the results of the ESIA and the FS (both as defined herein) will be positive and that a permitting application for mine construction will be approved.

Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Dalradian to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current and future exploration activities; the actual results of reclamation activities; conclusions of economic evaluations; meeting various expected cost estimates; changes in project parameters and/or economic assessments as plans continue to be refined; future prices of metals; possible variations of mineral grade or recovery rates; the risk that actual costs may exceed estimated costs; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section entitled "Risk Factors" in this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements.

GOING FORWARD

The Company is engaged in a program of work to complete a Feasibility Study ("FS") and an environmental and social impact assessment ("ESIA") in support of a planning (permitting) application to build a mine at the Curraghinalt gold deposit in Northern Ireland, submission of which is expected in the second half of 2016. The FS is being supported by an infill drilling program (completed in February 2016) and underground exploration (the "Underground Program"). Work involved in completing the studies includes, but is not limited to:

- Managing third party, globally recognized, engineering firms: the FS is being led by JDS Energy and Mining Inc. ("JDS") as principal consultant, including contributions from SRK Consulting (Canada) Inc. ("SRK") such as updating the mineral resource estimate, while the ESIA is being managed by SRK Consulting UK Limited ("SRK UK");

- Maintaining a team of approximately 40 employees, one main contractor and three consulting firms in Northern Ireland to carry out the work program;
- Completing at least 885 metres of underground development, including test stoping;
- Completion of 51,479 metres of infill drilling in February 2016; and
- Publishing an updated mineral resource estimate for Curraghinalt.

The infill drilling is essential in order to complete a new resource estimate to support the mine plan as part of the overall FS. The infill program is now complete, with 51,479 metres in 181 holes having been drilled and results from 142 holes for 39,582 metres in total released to date. Development is proceeding, with approximately 690 metres completed to date.

In addition to the above, the Company is also engaged in:

- Land acquisition for the proposed mine site processing plant and associated facilities, the majority of which was completed subsequent to the end of 2015;
- Exploration, including regional sampling;
- Community and government relations activities, including presentations and site visits for government and community groups as well as support of local environmental and community projects; and
- Environmental monitoring and testing in support of the Underground Program.

The budget for completion of the FS, Underground Program (including infill drilling), land acquisition, ESIA, submission of the planning application and corporate, general and administrative costs is approximately £28 million (\$56 million), for the budget period from October 1, 2015 to December 31, 2016. (Previous reporting in the Q3 2015 MD&A was incorrect in indicating the budget did not include corporate general and administrative costs). The work program remains on-track and on-budget, with \$17 million spent to December 31, 2015. Increased levels of project spending are expected to continue during the first three quarters of 2016 (with the highest spend in Q1), as both field and study work continue, additional land acquisition for the mine infrastructure is finalized and permitting activities ramp up. Dalradian's net working capital at December 31, 2015 was approximately \$39.5 million against a remaining budget of approximately the same amount for the Underground Program, FS, land acquisition, ESIA, Planning Application and other related expenditures for the year ended December 31, 2016.

DESCRIPTION OF BUSINESS

Incorporated on March 27, 2009, pursuant to the provisions of the *Business Corporations Act* (Ontario), the Company is involved in the acquisition, exploration and evaluation of mineral properties in Northern Ireland. The Company is listed on the Toronto Stock Exchange ("TSX") under the stock symbol "DNA" and the AIM Market of the London Stock Exchange ("AIM") under the symbol "DALR". The Company's head office is in Toronto, while operations are focused on Dalradian's Curraghinalt gold project in Northern Ireland.

The Company, through its wholly-owned subsidiary, Dalradian Gold Limited ("DGL"), holds a 100% interest in option agreements and prospecting licences, subject to royalties as described below, covering approximately 84,000 hectares, consisting of four contiguous areas (DG1, DG2, DG3 and DG4), located in counties Tyrone and Londonderry, Northern Ireland, United Kingdom. This approximately 84,000-hectare area is collectively known as the "Northern Ireland Properties". There are two elements comprising this interest for each of the four licence areas:

- the option agreements for mining leases entered into with the Crown Estate Commissioners ("CEC") for gold and silver (the "CEC Mining Lease Option Agreements"); and
- the prospecting licences entered into with the Department of Enterprise, Trade and Investment ("DETI") for base metals (the "DETI Prospecting Licences").

On March 11, 2016, DGL finalized renewals of all four of its existing CEC Mining Lease Option Agreements, using a new standard form of CEC agreement, each with a commencement date of January 1, 2016 and an initial expiry date of December 31, 2021. The CEC Mining Lease Option Agreements have a six-year term, with an option to extend the term for up to an additional four years (together, the "Option Period"). An extension will only be granted if there is satisfactory evidence that DGL has made significant progress towards obtaining and/or has submitted an application for the requisite planning permission for the exploration and mining of gold and silver (and including access to and from the surface land) within the mining area (the "Planning Permission"). Pursuant to the terms of the CEC Mining Lease Option Agreements, DGL can exercise its option and require the CEC to grant a mining lease (in a form as agreed and appended to the CEC Mining Lease Option Agreements) (the "Mining Lease") over the relevant part of the licence area, provided that either of the following have been obtained: (i) the grant of a Planning Permission or (ii) confirmation by the Department of the Environment that it intends to grant Planning Permission subject only to the finalization of planning obligations or conditions or the execution of a planning agreement. The Mining Lease, will among other things, set out the terms, conditions, obligations and certain rent and royalty payments to be made in connection with DGL's right to discover, extract and sell gold and silver from the relevant areas.

The DETI Prospecting Licences for DG1 and DG2 were issued in 2013 and are currently in their first two-year extension term which runs from January 1, 2016 to December 31, 2017. They are eligible for one more, two-year extension. The DETI Prospecting Licences for DG3 and DG4 are currently in their second two-year extension term which runs from April 24, 2015 to April 23, 2017. A DETI Prospecting Licence cannot be extended beyond six years from the date of grant, however, at the end of the second two-year extension, DGL may apply for a new DETI Prospecting Licence over the same area. Applications for new DETI Prospecting Licences for DG1 and DG2 will be required in 2019 and for DG3 and DG4 in 2016.

On March 11, 2016, DGL also entered into additional CEC Mining Lease Option Agreements over two new contiguous licence areas referred to as DG5 and DG6. Applications for the corresponding DETI Prospecting Licences for DG5 and DG6 have been made and are in progress.

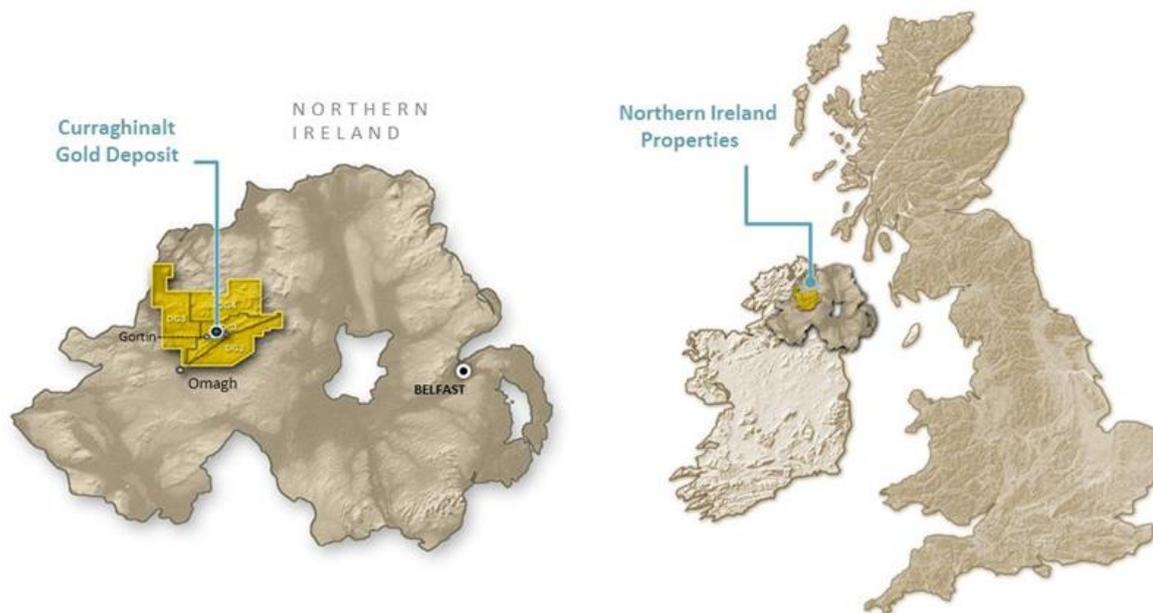
Pursuant to a royalty agreement dated December 13, 2004 (the "Royalty Agreement"), between DGL (formerly known as Ulster Minerals) and Minco Plc., a company duly incorporated under the laws of the Republic of Ireland, a 2% net smelter return royalty on a portion of the Northern Ireland Properties (as defined in the Royalty Agreement) is payable by DGL to Minco Plc., or its nominee. As provided in the CEC Mining Lease Option Agreements, a 4% royalty will be payable to the CEC upon production of gold and/or silver from the Northern Ireland Properties.

Within the Northern Ireland Properties, the Company's main focus is on Curraghinalt, where it is completing a program of work supporting a FS and an ESIA in support of a planning application to build a mine. See "Northern Ireland Properties – Underground Program", below.

NORTHERN IRELAND PROPERTIES

Overview

Central to DGL's Northern Ireland Properties is the Curraghinalt gold deposit, a lode gold system consisting of a series of structurally controlled, high-grade gold bearing quartz-carbonate veins. Dalradian's work during 2015 focused primarily on the deposit, including infill drilling, progression of underground work and advancing the studies for the ESIA and the FS.



The most recent mineral resource estimate for Curraghinalt, prepared in accordance with NI 43-101 is summarized below:

Resource Category (Cut-off Grade of 5.0 g/t)	Curraghinalt Mineral Resources* (as at January 20, 2014)		
	Million Tonnes	Grade (g/t Au)	Contained Gold (ounces)
Measured	0.02	20.15	15,100
Indicated	2.98	10.34	989,000
Measured + Indicated	3.00	10.41	1,004,100
Inferred	8.01	9.67	2,487,700

* Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. For further information on the above mineral resource estimate please see the Company's PEA.

Curraghinalt Preliminary Economic Assessment

On October 31, 2014, the Company filed the updated PEA for the Curraghinalt deposit, which demonstrated positive economics for an underground mine producing an average of 162,000 ounces of gold per year over an 18-year mine life. The PEA was based on the January 20, 2014 resource estimate and is available on SEDAR at www.sedar.com. Per the "Feasibility Study" section immediately below, the Company and its consultants are preparing a more advanced engineering/economic study based on additional infill drilling and an updated mineral resource, which will replace the PEA.

Key highlights from the results of the PEA are in the table below (all figures in US\$):

KEY PEA DATA*	GOLD PRICE: US\$1,200/ounce	GOLD PRICE: US\$1,054/ounce
NPV with 8% discount rate (After-tax)	US\$504 million	US\$366 million
IRR (After-tax)	36.2%	29.9%
Average Annual Gold Production	162,000 ounces/year	
Processing Rate	1,700 tonnes/day	
Life of Mine	18 years	
Initial Capex (\$48M contingency)	US\$249 million	
Cash Costs	US\$485/ounce; US\$132/tonne	
Diluted Grade	9.3 g/t Au	
Gold Recovery	92%	

* Prepared by Micon. All dollars in the above table are quoted in US\$. The PEA is preliminary in nature, and is based on the January 20, 2014 mineral resource estimate. The PEA includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the results of the PEA will be realized. US\$1,054 is the average gold price over the 10-year period preceding completion of the PEA.

Feasibility Study

During Q4 2015, Dalradian began work with JDS as principal consultant and including contributions from SRK on a FS.

The FS will include an economic assessment of the project and is proceeding on the basis of:

- mining primarily by longhole but with additional methods as required;
- mineral processing incorporating a gravity and a flotation circuit;
- dry stack tailings; and
- approximately 50% of waste rock to be returned underground as paste backfill.

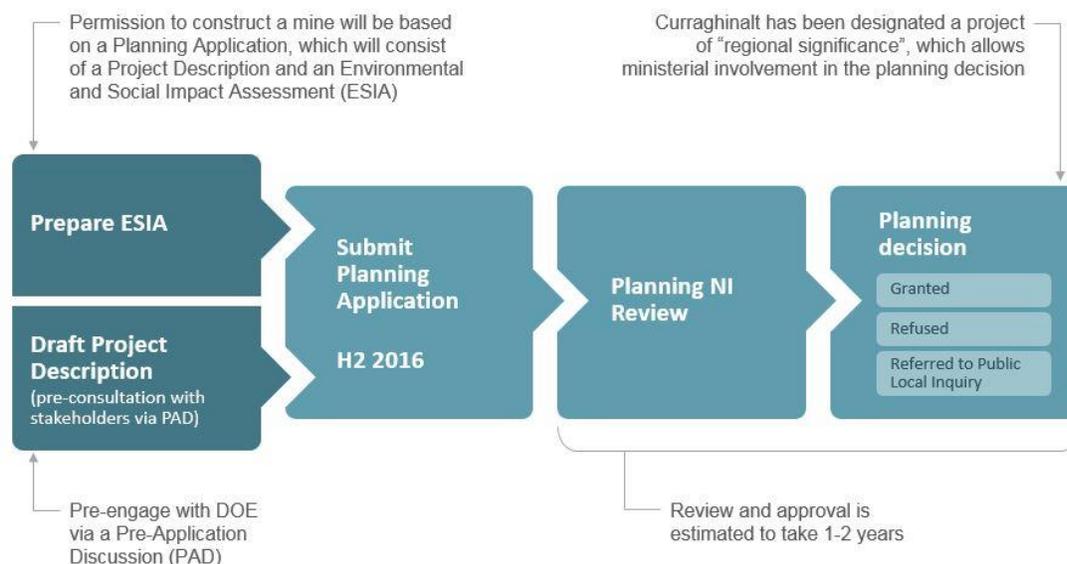
The FS is being supported by the Underground Program, including an infill drilling program of 51,479 metres, which was completed in February 2016. The FS depends on continued positive results from the infill drilling program and positive results from the mineral resource update.

During the third and fourth quarters of 2015, the Company purchased surface rights for a proposed mine site processing plant and associated facilities in proximity to the Curraghinalt gold deposit. Acquisition of a third parcel closed subsequent to the end of 2015. Most of the required land has now been secured, with several additional small parcels targeted for addition during the first half of 2016.

Permitting

Three permits were required and have been obtained to complete the entire Underground Program: planning permission, a site discharge consent and an explosives storage licence. As part of its planning permission, the Company submitted and received approval from Northern Ireland regulators for a number of management plans governing items such as water, noise, traffic and dust.

Dalradian commenced an ESIA in Q4 of 2014, to examine the potential impacts of a full mine build, as well as options for the elimination or mitigation of such impacts. SRK UK is the environmental consultant for preparation of the ESIA. The ESIA report, together with a project description which is a summary of the FS (the "Project Description"), will form the basis of a Planning Application for the full mine build anticipated to be submitted to the Department of the Environment during the second half of 2016, assuming positive results for both the FS and ESIA. During 2016, spending on permitting is expected to increase as the ESIA is being completed, the Planning Application is drafted and submitted and additional site specific studies are completed.



Dalradian continues to gather environmental baseline data to be used in the preparation of an ESIA and, in addition, more detailed site-specific environmental studies are ongoing. Dalradian and SRK UK along with other consultants began stakeholder engagement for the ESIA in December 2015 with an initial meeting with the Department of the Environment officials. This was followed by other government agency meetings and initial community consultations in January 2016. The purpose of these meetings is to receive government agency, community and other stakeholder feedback to input into the Project Description and ESIA. To date, approximately 260 stakeholders have attended various consultation events and meetings to hear about the proposed mine and give their feedback. Stakeholder meetings will continue into the summer of 2016, when final plans for the project will be presented several months in advance of submitting the planning application.

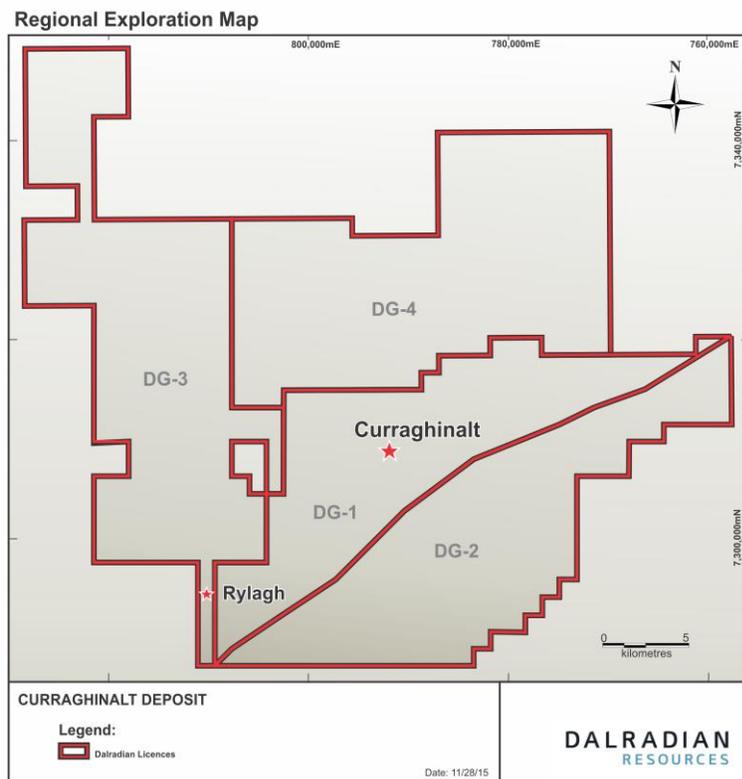
Dalradian does not currently have a permit for mining at Curraghinalt.

Government support for the Curraghinalt Gold Project is evidenced by the announcement on August 19, 2014 of two grants from Invest Northern Ireland totaling £326,000 to support employment and training. During Q2 2015, the then First Minister of Northern Ireland, Peter Robinson, visited the project. The Minister for the Environment as well as the Minister for Enterprise, Trade and Investment (now First Minister) have also toured Curraghinalt. Dalradian believes that this support is a direct result of its responsible management of the economic, social and environmental aspects of the Curraghinalt Gold Project.

Exploration

Exploration expenditures (outside of the Curraghinalt gold deposit) during the three months ended December 31, 2015 were \$0.3 million compared with \$0.9 million in the comparable period of 2014. For the year ending December 31, expenditures were \$1.5 million in 2015 compared with \$1.9 million in 2014. For Q1 2015, \$0.9 million of expenditures originally included as exploration expenditures have been reclassified into asset evaluation since these expenditures were for drilling to support a Pre-feasibility Study, which was amended on October 1, 2015 to the FS.

As a result of the regional exploration program, on December 4, 2015 the Company announced newly discovered quartz veins had been mapped and sampled in an area known as Rylagh, located approximately 12.5 km to the south west of the Curraghinalt gold deposit (see map below). Samples from outcrop at Rylagh returned high-grade gold results including 168.0 g/t gold and 42.4 g/t gold.



Exploration expenditures are expected to remain at a similar level during 2016 compared with 2015 as the Company continues regional exploration work.

Underground Program

In order to support engineering studies and mining planning, the Company launched the Underground Program in September 2014, using FP McCann as its surface works contractor and QME Limited as underground contractor. The Underground Program is designed to: (i) demonstrate continuity of thickness and grade of the mineralized veins; (ii) increase confidence in the existing mineral resources; (iii) assess underground geotechnical and hydro-geological conditions; (v) produce samples for offsite metallurgical testing and (vi) test mining methods. The purpose of the Underground Program is to provide data for the FS, which will support permitting of an operating mine.

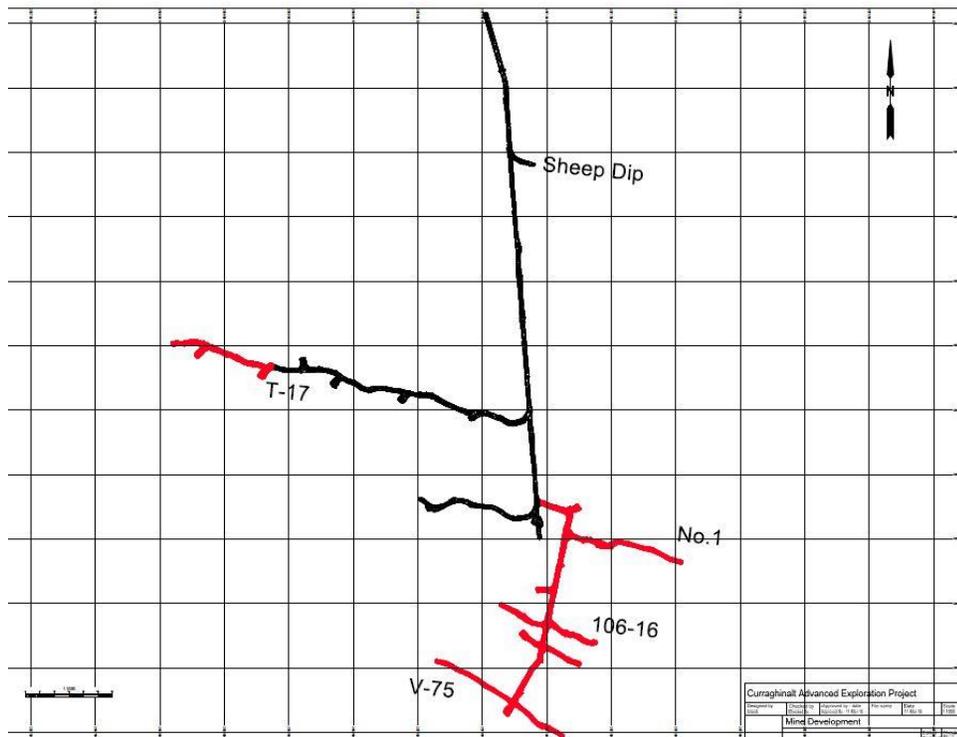
Spending on asset evaluation, which includes development planning, permitting and other activities associated with the Underground Program, in the three months ended December 31, 2015 was \$9.0 million compared with \$3.6 million during the comparable period in 2014 due to an increase in on-site activities associated with the Underground Program, including underground development and infill

drilling. This trend is also evident in asset evaluation expenditures for the year ended December 31, which were \$31.0 million during 2015 compared with \$6.5 million in 2014. Decreased spending compared to 2015 is expected during 2016, as Dalradian completes the Underground Program. The highest expenditures are anticipated during Q1 2016 since the quarter included both infill drilling and development.

The Underground Program will extend the underground workings by at least 885 metres in total in order to access, define, sample and test the mineralized material from the Curraghinalt deposit. This development includes approximately 240 metres of access drifting which crosscuts two southern resource veins and provided drilling platforms for further southward exploration and expansion. As well, four resource veins have been drifted on for a total of 450 metres of on-vein development. These works constitute a doubling in linear development underground at Curraghinalt, adding to the development that existed prior to the beginning of the Underground Program.

To date, approximately 690 metres of development and 140 blasts have been completed, including all of the planned development in mineralized material in the T-17 vein, the No. 1 vein, 106-16 vein and the V-75 vein. The Underground Program is expected to be completed during Q3 2016, including the test stopes, which will yield important information on dilution, ground conditions, mining methods and sequencing.

The figure below is a plan view of the underground development, with the pre-existing adit shown in black and development completed to date shown in red, including the underground drill bays that supported the infill drilling program.



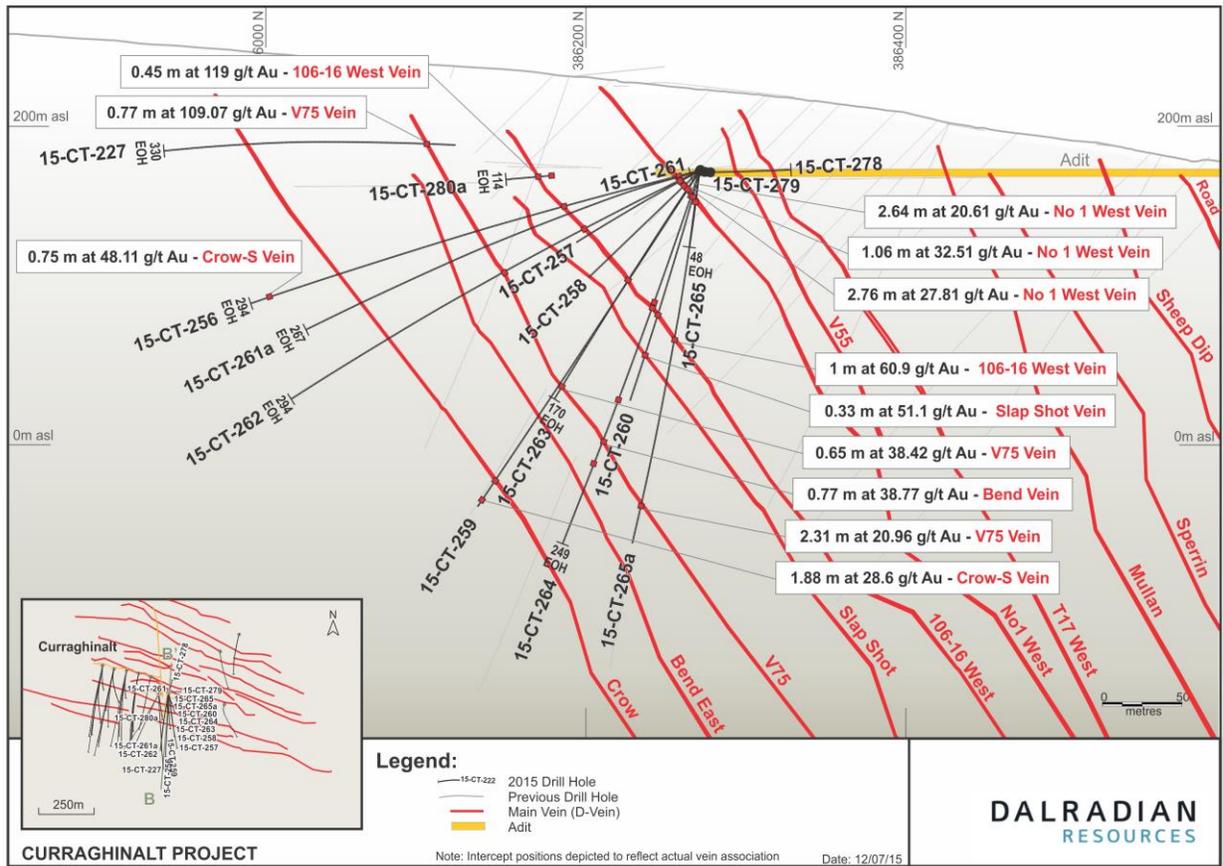
The goal of the infill drilling program is to maximize resource ounces in the Measured and Indicated categories that can be included in the mine plan. Infill drilling was completed in February 2016 and totaled 51,479 metres in 181 holes, with results reported to date from 142 holes for 39,582 metres. The intercepts correlate well with and improve the current geological model in the continuity and smoothness of the individual vein wireframes. The mineral resource update is in progress and is expected to be released during Q2 2016. Highlights of the infill drilling released in December 2015 include:

- 2.53 m grading 10.82 g/t gold from the Mullan vein in hole 15-CT-253
- 2.01 m grading 33.52 g/t gold from the Slap Shot vein in 15-CT-253

- 1.88 m grading 28.60 g/t gold from the Crow-S vein in 15-CT-259
- 2.68 m grading 9.60 g/t gold from the 106-16 vein in 15-CT-260
- 2.76 m grading 27.81 g/t gold from the No.1 vein in 15-CT-263
- 2.31 m grading 20.96 g/t gold from the V75 vein in 15-CT-265a

A cross-section included in the December drill results news release is shown below (for more details, including maps and additional sections see <http://www.dalradian.com/news-and-events/news-releases/default.aspx>).

Cross-section B - B'



Breakdown of Exploration and Evaluation Expenditures

Balance, December 31, 2013	\$ 40,349,082
Additions:	
Underground development and surface works	2,897,181
Infill drilling	-
Studies	782,310
Permitting	1,213,439
Exploration (outside of Curraghinalt)	2,055,764
Administrative & Other	1,067,797
Provision for decommissioning and restoration	398,237
Capitalized depreciation	292,043
Share-based payments	29,887
Balance, December 31, 2014	\$ 49,085,740
Additions:	
Underground development and surface works	12,365,681
Infill drilling	8,996,980
Studies	2,899,776
Permitting	2,083,849
Exploration (outside of Curraghinalt)	1,556,881
Administrative & Other	3,776,686
Provision for decommissioning and restoration	885,892
Capitalized depreciation	549,241
Share-based payments	155,620
Balance, December 31, 2015	\$ 82,356,346

The most significant component of exploration and evaluation expenditures in 2014 and 2015 was the Underground Program, which was launched in September 2014. Accordingly, 2014 only included four months of evaluation expenditures associated with the Underground Program relative to a full year in 2015. The increased expenditures overall on evaluation in 2015 compared with 2014 reflects the increased activities following ramp-up of the Underground Program, predominately on-site (underground development and infill drilling), but also relative to studies and permitting.

SELECTED ANNUAL FINANCIAL INFORMATION

The following is a summary of the Company's financial operating results and financial position for the years ended December 31, 2015, 2014 and 2013:

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2014	Year ended Dec. 31, 2013
Financial Results:			
Loss and comprehensive loss	\$ (7,463,569)	\$ (6,844,885)	\$ (21,802,871)
Loss per share - basic and diluted	\$ (0.04)	\$ (0.06)	\$ (0.24)
Financial Position:			
Cash and cash equivalents	\$ 43,322,899	\$ 29,776,872	\$ 6,855,035
Working capital	\$ 39,482,613	\$ 30,036,361	\$ 6,822,585
Exploration and evaluation assets	\$ 82,356,346	\$ 49,085,740	\$ 40,349,082
Total assets	\$ 141,275,145	\$ 83,601,888	\$ 48,556,722

The consolidated loss and comprehensive loss for the year ended December 31, 2015 of \$7,463,569, was higher than the same period in 2014 of \$6,844,885, primarily due to increases in salary and related benefits, including employment restructuring associated with a corporate downsizing; investor relations; share-based payments; and increased foreign exchange gain as a result of strengthening of the pound sterling against the Canadian dollar during the first three quarters of 2015. The higher loss and comprehensive loss for the year ended December 31, 2013 was primarily due to impairment charges of \$16 million related to exploration and evaluation assets and equipment in Norway. The Norwegian subsidiary was subsequently disposed of during the year ended December 31, 2014.

OVERVIEW OF SELECTED INFORMATION FROM THE FINANCIAL STATEMENTS

The following table sets forth selected data for quarters and years ended December 31, 2015 and 2014:

	Quarter ended		Year ended	
	Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
Operating expenses:				
Salaries and related benefits	\$ 1,437,708	\$ 1,221,403	\$ 4,213,550	\$ 3,176,139
Professional fees and consulting	262,843	528,002	816,131	978,443
Share-based payments	396,662	243,476	1,365,594	1,103,903
Investor relations and general travel	312,543	247,207	1,187,366	771,732
Office, regulatory and general	336,671	485,043	908,618	1,023,751
Amortization	2,106	38,941	103,356	165,793
Foreign exchange loss (gain)	118,970	68,271	(898,577)	(180,348)
Interest and bank charges	2,721	1,261	8,628	8,713
	<u>2,870,224</u>	<u>2,833,604</u>	<u>7,704,666</u>	<u>7,048,126</u>
Interest income and other	73,893	63,836	241,097	203,241
Loss and comprehensive loss for the period	<u>\$ (2,796,331)</u>	<u>\$ (2,769,768)</u>	<u>\$ (7,463,569)</u>	<u>\$ (6,844,885)</u>
Loss per share - basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.04)</u>	<u>\$ (0.06)</u>

Results of Operations for the Three Months Ended December 31, 2015, compared to the Three Months Ended December 31, 2014

Salaries and related benefits expense for the three months ended December 31, 2015 of \$1,437,708 was higher compared with the same period in 2014 of \$1,221,403 primarily due to employment restructuring associated with a corporate downsizing in 2015 offset by performance based compensation being granted in Q4 2014 compared to none being granted in Q4 2015.

Professional fees and consulting expense for the three months ended December 31, 2015 of \$262,843, decreased compared with the same period in 2014 of \$528,002, primarily due to one-time legal services related to the listing on the AIM in Q4 2014 that did not recur in Q4 2015.

Share-based payments expense for the three months ended December 31, 2015 of \$396,662 was higher compared with the same period in 2014 of \$243,476, primarily due to higher amortization expense for share options granted in the fourth quarter of 2015.

Investor relations and general travel expense for the three months ended December 31, 2015 of \$312,543 rose compared with the same period in 2014 of \$247,207 primarily due to increased travel to Northern Ireland.

Office, regulatory and general expense for the three months ended December 31, 2015 of \$336,671, decreased compared with the same period in 2014 of \$485,043. Higher expenses in 2014 were primarily due to AIM listing fees. In 2015, this was partially offset by additional TSX listing fees related to financings in Q4 2015.

Foreign exchange loss for the three months ended December 31, 2015 was \$118,970, an increase of \$68,271 compared with the same period in 2014, primarily as a result of the Company holding a cash balance in pound sterling and the weakening of the pound sterling against the Canadian dollar during Q4 2015.

Results of Operations for the Year Ended December 31, 2015, compared to the Year Ended December 31, 2014

Salaries and related benefits expense for the year ended December 31, 2015 of \$4,213,550, was higher compared with 2014 of \$3,176,139, primarily due to employment restructuring under a corporate downsizing during Q3 2015 offset by decreased employment incentive awards in 2015 compared to 2014.

Professional fees and consulting expense for the year ended December 31, 2015 of \$816,131, decreased compared with 2014 of \$978,443, primarily due to lower legal and consulting services related to listing on the AIM partially offset by higher technical consulting services.

Share-based payments expense for the year ended December 31, 2015 of \$1,365,594, was higher compared with 2014 of \$1,103,903, primarily due to higher amortization cost as a result of a higher number of share options granted during 2015.

Investor relations and general travel expense for the year ended December 31, 2015 of \$1,187,366 increased compared with 2014 of \$771,732 primarily due to an increased number of site visits and a higher level of activity at site requiring more oversight and increased professional services related to marketing in London following on the AIM listing.

Office, regulatory and general expense for the year ended December 31, 2015 of \$908,618, decreased compared with 2014 of \$1,023,751. Higher expenses in 2014 were primarily due to AIM listing fees.

Foreign exchange gain for the year ended December 31, 2015 of \$898,577 increased compared with 2014 of \$180,348, primarily as a result of the Company holding a cash balance in pound sterling and the strengthening of the pound sterling against the Canadian dollar during the first three quarters of 2015 offset by a weakening of the pound sterling in Q4 2015.

Interest income and other for the year ended December 31, 2015 of \$241,097, was higher compared with 2014 of \$203,241, due to larger average cash balances in 2015.

Summary of Quarterly Results

The following table sets forth selected consolidated financial information for each of the Company's eight most recently completed quarters:

	Three months ended			
	Dec. 31, 2015	Sep. 30, 2015	Jun. 30, 2015	Mar. 31, 2015
Interest income and other	\$ 73,893	\$ 34,153	\$ 68,964	\$ 64,087
Net loss	(2,796,331)	(2,062,801)	(1,199,727)	(1,404,710)
Net loss per common share (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.01)
Cash and cash equivalents	43,322,899	24,367,464	36,134,380	44,661,606
Other current assets	2,230,042	1,946,088	2,360,975	2,756,158
Restoration deposit	1,268,930	1,257,218	1,218,093	1,168,900
Property, plant and equipment	12,096,928	4,225,102	429,314	429,299
Exploration and evaluation assets	82,356,346	72,832,046	64,143,252	54,681,594
Total Assets	\$ 141,275,145	\$ 104,627,918	\$ 104,286,014	\$ 103,697,557
Total shareholders' equity	\$ 133,939,583	\$ 97,310,062	\$ 98,472,417	\$ 99,343,124

	Three months ended			
	Dec. 31, 2014	Sep. 30, 2014	Jun. 30, 2014	Mar. 31, 2014
Interest income and other	\$ 63,836	\$ 76,076	\$ 36,884	\$ 26,445
Net loss	(2,769,768)	(1,181,135)	(1,699,124)	(1,194,858)
Net loss per common share (basic and diluted)	(0.02)	(0.01)	(0.02)	(0.01)
Cash and cash equivalents	29,776,872	37,015,533	14,711,884	17,242,922
Other current assets	3,210,337	1,510,998	746,171	731,945
Restoration deposit	1,120,870	-	-	-
Property, plant and equipment	408,069	488,750	560,595	572,622
Exploration and evaluation assets	49,085,740	44,466,996	42,931,726	41,596,306
Total Assets	\$ 83,601,888	\$ 83,482,277	\$ 58,950,376	\$ 60,143,795
Total shareholders' equity	\$ 80,270,103	\$ 82,785,046	\$ 58,194,485	\$ 59,417,346

As a company with no revenues focused on advancing mineral properties, fluctuations in quarterly results are mainly due to cycles of spending on properties and financing future activities. Cash balances rose in Q1 and Q3 of 2014 and further increased in Q1 and Q4 2015 through financings and were reduced quarterly depending on exploration and evaluation activities. Quarters with higher net losses typically involved a higher level of corporate activity, usually related to marketing the Company or higher share-based payments.

FINANCIAL CONDITION, CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

Capital Resources

The adequacy of the Company's capital structure is monitored on an ongoing basis and adjusted as necessary according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, adjusting spending, disposing of assets or acquiring debt.

The Company is dependent on issuing equity or other forms of financing to complete programs associated with its exploration and evaluation of properties. Dalradian is not in commercial production on any of its resource properties and accordingly, it does not generate cash from operations. Dalradian's only source of income has been interest earned from funds on deposit.

During 2014, the Company closed three financings for total gross proceeds of \$41,250,750: a bought deal prospectus offering in February for gross proceeds of \$13,886,250 (the "February 2014 Financing") and a bought deal prospectus offering and a non-brokered private placement, (collectively, the "July 2014 Financings"), for total gross proceeds of \$27,364,500.

The February 2014 Financing consisted of 19,837,500 units of the Company at a price of \$0.70 per unit for gross proceeds of \$13,886,250. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant was exercisable into one common share of the Company at an exercise price of \$0.90 until February 19, 2015.

The July 2014 bought deal prospectus financing consisted of 19,205,000 units of the Company at a price of \$0.90 per unit, for gross proceeds of \$17,284,500. Concurrent with the closing of the bought deal prospectus financing, the Company also completed a non-brokered private placement of 11,200,000 units (on the same terms as the units issued in the bought deal prospectus financing), for aggregate gross proceeds of \$10,080,000. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one common share of the Company at an exercise price of \$1.50 until July 31, 2017.

During the year ended December 31, 2015, the Company received gross proceeds of \$61,080,700 through: (a) a private placement financing with Ross Beaty for gross proceeds of \$11,300,400 (the "February 2015 Financing"); (b) the exercise of 9,581,650 warrants for gross proceeds of \$8,623,485 (97% of the total warrants issued in the February 2014 Financing); (c) the exercise of 1,272,072 broker warrants issued in the February and July 2014 Financings for gross proceeds of \$906,815; and (d) a bought deal offering for gross proceeds of \$40,250,000 (the "October 2015 Financing").

The February 2015 Financing consisted of 12,556,000 units at a price of \$0.90 per unit. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable to acquire one common share of the Company at any time up to February 9, 2017 at an exercise price of \$1.15.

The October 2015 bought deal offering consisted of 50,312,500 units at a price of \$0.80 per unit, for gross proceeds of \$40,250,000. Each unit consisted of one common share of the Company and one common share purchase warrant. The common share purchase warrant entitles the holder to purchase one common share of the Company at an exercise price of \$1.04 until October 7, 2017.

Dalradian's cash and cash equivalents as at December 31, 2015 were \$43,322,899, compared with \$29,776,872 as at December 31, 2014.

Liquidity

The Company primarily finances its activities by raising capital through the issuance of equity. The Company's ability to fund currently planned exploration, evaluation and development planning activities, acquire additional mineral properties, maintain operations and meet its existing obligations is conditional on its ability to secure financing when required.

The Company has a history of losses and doesn't yet generate revenue. The Company's ability to meet its obligations and fund planned expenditures for the year ended December 31, 2016 following completion of the FS is contingent upon successful completion of additional financing arrangements. Although the company has been successful in raising funds to date, as evidenced by the recent private placement in February 2015 and the bought deal financing in October 2015, there can be no assurance that adequate financing will be available in the future or available under terms favourable to the Company. The above circumstances indicate the existence of material uncertainty which may cast significant doubt as to the ultimate appropriateness of the use of accounting applicable to a going concern. The Company will also have to raise financing in the future to develop a mine. Global commodity markets and, in particular, the price of gold, remain volatile and uncertain, which could lead to difficulties in raising funds.

Dalradian's net working capital position at September 30, 2015 was approximately \$20.3 million against an estimated budget for completion of the Underground Program (including an infill drill program of approximately 50,000 metres), FS, land acquisition, ESIA, Planning Application, corporate, general and administrative costs of approximately £28 million (\$56 million) for the budget period from October 1, 2015 to December 31, 2016. (Previous reporting in the Q3 2015 MD&A was incorrect in indicating the budget did not include corporate general and administrative costs.) Subsequent to the end of the third quarter of 2015, the Company closed the October 2015 Financing for gross proceeds of \$40,250,000 to allow for completion of this work program (see details in "Capital Resources" above). Dalradian's net working capital at December 31, 2015 was approximately \$39.5 million against a remaining budget of approximately the same amount for the Underground Program, FS, land acquisition, ESIA, Planning Application, corporate, general and administrative costs for the year ended December 31, 2016. However, the Company will have to raise financing during 2016 to fund ongoing permitting and support activities.

Dalradian's net working capital position at December 31, 2015 was approximately \$39.5 million. The majority of accounts payable and accrued liabilities relate to trade payables incurred in the normal course of operations.

During the year ended December 31, 2015, the Company raised gross proceeds of \$61,080,700 through the February and October 2015 Financing and exercise of warrants and broker warrants (see details in "Capital Resources" above).

The net proceeds of the Company's 2014 financings (see details in – "Capital Resources" above) have been used substantially in the manner set out in the Company's short form prospectuses dated February 12, 2014 and July 24, 2014, which are available on SEDAR at www.sedar.com. The total net proceeds of the Company's 2014 financings of approximately \$31 million were spent from September 1, 2014 to December 31, 2015 on the Underground Program, per the planned allocation, including \$2 million in Q4 2015.

The net proceeds of the Company's October 2015 financing (see details in – "Capital Resources" above) have been used substantially in the manner set out in the Company's short form prospectus dated September 30, 2015, which is available on SEDAR at www.sedar.com.

The net proceeds from the Company's October 2015 financing of approximately \$38 million were forecast to be applied to the work program at the Curraghinalt gold project as follows: underground development (\$5.6 million), infill drilling (\$7.6 million), ESIA, permitting and land acquisition (\$17.5 million) and general working capital (\$7.6 million). Up to December 31, 2015, spending against the net proceeds of the October 2015 financing and the remaining \$2 million from the Company's 2014 financings was as follows:

\$3.0 million on underground development; \$4.0 million on infill drilling; \$8.7 million on ESIA, permitting and land acquisition; and \$1.6 million on general working capital.

Contractual Obligations

The Company may be subject to various contingent liabilities that occur in the normal course of operations.

At December 31, 2015, the Company had the following commitments for operating leases for the next five fiscal years:

	<u>Total</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Operating leases.....	\$ 615,905	\$ 330,338	\$ 136,104	\$ 107,343	\$ 21,060	\$ 21,060

Operating leases represent lease agreements for office space, a storage facility, and equipment in Toronto and Northern Ireland.

On May 15, 2015, the Company entered into a lease agreement for office space in Toronto, Canada. The agreement commenced on May 15, 2015 and expires on September 30, 2018. Payments are included in the above commitment table.

Off-balance Sheet Arrangements

Dalradian does not have any off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(a) Fair value

Cash and cash equivalents and restoration deposits are measured at fair value using level 1 inputs per the fair value hierarchy.

The carrying values of amounts receivable and accounts payable and accrued liabilities and the provision for decommissioning and restoration reflected in the consolidated balance sheet approximate fair value because of the short-term maturity of these financial instruments.

(b) Commodity price risk

Dalradian's ability to develop its properties and its future profitability are directly related to the market price of gold. The price of gold is affected by numerous factors, such as global consumption and demand for gold, international economic and political trends, fluctuations in value of the U.S. dollar and other currencies, interest rates and inflation.

(c) Liquidity risk

Liquidity risk includes the risk that, as a result of Dalradian's operational liquidity requirements:

- (i) Dalradian will not have sufficient funds to settle a transaction on the due date;
- (ii) Dalradian will be forced to sell financial assets at a value that is less than what they are worth; or
- (iii) Dalradian may be unable to settle liabilities or recover a financial asset at all.

The ultimate responsibility for liquidity risk rests with the Board of Directors of the Company, which has built an appropriate liquidity risk management framework for management of the Company's short, medium and long-term funding and liquidity requirements. The Company's cash requirements and balances are projected based on estimated future requirements. The Company plans to meet these requirements through a mix of available funds and future financings, which may include, but are not necessarily limited to, equity financing, sale of assets, and debt financing. Continuing operations are dependent on the Company's ability in the near term to access sufficient capital to complete the Company's exploration and development activities, identify commercial gold reserves and to ultimately have profitable operations. Accounts payable and accrued liabilities at December 31, 2015 all have

contractual maturities of less than 90 days and are subject to normal trade terms. The Company had sufficient funds on hand at December 31, 2015 to settle these liabilities.

(d) Credit risk

When a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the consolidated balance sheet date, credit risk arises. The majority of the Company's financial assets are cash and cash equivalents, restoration deposit and amounts receivable. Management considers the credit risk on cash and cash equivalents to be limited because the counterparties are established well-known financial institutions. During the period ended December 31, 2015, no amounts receivable were past due. Consequently no allowances or bad debts were required on the amounts receivable. The maximum exposure to credit risk is represented by the carrying amount of the cash and cash equivalents, restoration deposit and amounts receivable on the consolidated balance sheet.

(e) Foreign currency risk

A variation in the exchange rates between the Canadian dollar and foreign currencies could affect the Company's operating and financial results. The Company is exposed to foreign currency risk as the Company holds cash in foreign currencies and has other financial assets and liabilities that are denominated in foreign currencies. The Company's management monitors the exchange rate fluctuations on a regular basis and does not use currency derivative instruments to manage its exposure to foreign currency fluctuations.

At December 31, 2015, the carrying amounts of Dalradian's foreign currency-denominated net financial assets are approximately as follows:

	Net financial assets (liabilities)	Effect of 10% change in exchange rate on loss
U.S. dollar.....	\$ (705,491)	\$ (70,549)
Euro.....	(496,083)	(49,608)
Pound sterling.....	3,811,177	381,118
	<u>\$ 2,609,603</u>	<u>\$ 260,961</u>

OUTSTANDING SHARE DATA

The following table summarizes the capitalization of the Company as at December 31, 2015:

Common Shares		<u>Number of Common Shares</u>	
		215,163,700	
Warrants			
Expiry	Exercise Price	Number of Common Shares Issuable	Proceeds if fully vested and exercised¹
Expiring January 1, 2016	\$ 2.17	30,000	\$ 65,100
Expiring July 31, 2016.....	0.90	1,742,478	1,568,230
Expiring January 1, 2017	1.81	40,000	72,400
Expiring February 9, 2017.....	1.15	6,278,000	7,219,700
Expiring July 31, 2017.....	1.50	15,202,499	22,803,749
Expiring October 7, 2017	1.04	50,312,500	52,325,000
Expiring January 1, 2018	\$ 1.50	50,000	75,000
Total warrants.....		<u>73,655,477</u>	<u>\$ 84,129,179</u>
Options			
Expiry	Exercise Price	Number of Common Shares Issuable	Proceeds if fully vested and exercised¹
Expiring January 19, 2016	\$ 0.25	400,000	\$ 100,000
Expiring January 19, 2016	0.75	1,800,000	1,350,000
Expiring March 2, 2016	0.71	225,000	159,750
Expiring May 27, 2016	1.60	250,000	400,000
Expiring November 2, 2016.....	2.20	70,000	154,000
Expiring April 23, 2017	1.10	50,000	55,000
Expiring May 14, 2017	0.97	50,000	48,500
Expiring June 30, 2017	0.98	150,000	147,000
Expiring June 30, 2017	1.11	150,000	166,500
Expiring August 7, 2017	1.11	550,000	610,500
Expiring August 28, 2017.....	0.98	300,000	294,000
Expiring August 28, 2017	1.02	500,000	510,000
Expiring February 11, 2018	1.30	35,000	45,500
Expiring July 9, 2018.....	0.71	500,000	355,000
Expiring February 14, 2019.....	0.85	300,000	255,000
Expiring June 25, 2019	0.98	1,450,000	1,421,000
Expiring September 25, 2019.....	0.71	140,000	99,400
Expiring December 10, 2019.....	0.67	90,000	60,300
Expiring March 2, 2020	0.78	750,000	585,000
Expiring April 1, 2020.....	0.87	75,000	65,250
Expiring April 8, 2020.....	0.92	300,000	276,000
Expiring August 20, 2020.....	0.90	500,000	450,000
Expiring August 21, 2020.....	0.91	100,000	91,000
Expiring December 10, 2020.....	\$ 0.67	2,300,000	1,541,000
Total options		<u>11,035,000</u>	<u>\$ 9,239,700</u>
Restricted Share Units ("RSUs")	\$ -	1,070,000	
Total fully diluted		<u>300,924,177</u>	

¹ Calculated as exercise price multiplied by number of common shares

As at March 23, 2016, the Company has 215,733,892 common shares, 73,625,477 warrants, 8,610,000 options and 1,070,000 RSUs issued and outstanding. This amounts to 299,039,369 common shares outstanding on a fully-diluted basis.

FINANCIAL STATEMENTS – CRITICAL ACCOUNTING ESTIMATES

The Consolidated Financial Statements of the Company are prepared in accordance with IFRS. The significant accounting policies of the Company are described in note 2 of the Company's Consolidated Financial Statements for the year ended December 31, 2015.

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the related reported expenses during the year. The most significant estimates and judgments are related to:

- (i) Recoverability of exploration and evaluation assets and related equipment;
- (ii) Fair value of share-based payments and warrants;
- (iii) Measurement of deferred income tax assets and liabilities, and
- (iv) Measurement of the provision for decommissioning and restoration.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. Management believes that the estimates are reasonable. Exploration and evaluation expenditures incurred up to December 31, 2015 at the Curraghinalt deposit (across the four Mineral Prospecting Licences held by DGL) have been capitalized for accounting and tax purposes and will be claimed in due course.

RECENT ACCOUNTING PRONOUNCEMENTS AND ADOPTION OF NEW AND AMENDED IFRS STANDARDS

The following new IFRS standards are issued but not yet effective for the Company.

IFRS 9 *Financial Instruments*

On July 24, 2014, the IASB issued the completed IFRS 9, *Financial Instruments*, (IFRS 9 (2014)).

IFRS 9 (2014) includes finalized guidance on the classification and measurement of financial assets. The final standard also amends the impairment model by introducing a new 'expected credit loss' model for calculating impairment, and new general hedge accounting requirements. IFRS 9 is to come into effect on January 1, 2018 with early adoption permitted.

The Company intends to adopt IFRS 9 (2014) in its financial statements for the annual period beginning on January 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

IFRS 16 *Leases*

On January 13, 2016, the IASB issued IFRS 16, *Leases*.

The standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 is to come into effect on January 1, 2019 with early adoption permitted.

The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning on January 1, 2019. The extent of the impact of adoption of the standard has not yet been determined.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as at December 31, 2015 based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as at the end of the period covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods. There have been no material changes to the Company's disclosure controls and procedures and their design remains effective.

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, does not expect that its disclosure controls and internal controls over financial reporting will prevent or detect all errors and fraud. A cost effective system of internal controls, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the internal controls over financial reporting are achieved.

INDUSTRY AND ECONOMIC FACTORS AFFECTING PERFORMANCE

Dalradian is a mineral development and exploration entity, whose activities include the selection, acquisition, exploration, evaluation and development of mineral properties. Its current focus is to develop the Curraghinalt gold deposit. The future performance of Dalradian is largely tied to the development of its property interests and other prospective business opportunities and the overall financial markets. Financial markets for mineral companies are currently volatile, reflecting ongoing concerns about the stability of commodity prices. The Company's financial success will be dependent upon the extent to which it can achieve milestones in determining the economic viability of the deposits in its portfolio or of any new discoveries that it may make. The development of such assets may take years to complete and the resulting revenue, if any, is difficult to determine with any certainty. To date, Dalradian has not produced any revenue. The sales value of any minerals discovered by Dalradian is largely dependent upon factors beyond its control, such as the market value of the commodities produced. There are significant uncertainties regarding the prices of precious metals and the availability of equity financing for the purposes of exploration and development. Global commodity markets remain volatile and uncertain which has contributed to difficulties in raising equity and borrowing funds. As a result, the Company may have difficulties raising equity financing for the purposes of exploration and development, particularly without excessively diluting the interests of existing shareholders. These trends may limit the ability of Dalradian to develop and/or further explore its current mineral exploration properties and any other property interests that may be acquired in the future.

RISK FACTORS

The Company is subject to a number of risks and uncertainties which are not discussed in this MD&A. To properly understand such risks, readers should refer to the Company's annual consolidated financial statements and AIF for the year ended December 31, 2015 under the headings "Financial Instruments and Risk Management" and "Risk Factors", which are incorporated by reference into this MD&A. These documents are available on SEDAR (www.sedar.com).

ADDITIONAL INFORMATION

Additional information regarding the Company, including the AIF, can be found at www.dalradian.com and www.sedar.com.

DALRADIAN RESOURCES

Dalradian Resources Inc.

Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the years ended December 31, 2015
and December 31, 2014

March 23, 2016

Management's Responsibility for Consolidated Financial Statements

Date March 23, 2016

To the Shareholders of Dalradian Resources Inc.

The accompanying consolidated financial statements of Dalradian Resources Inc. ("the Company") were prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The Audit Committee, whose members are independent directors of the Company, assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management and the external auditors quarterly. The audit committee reviews the internal controls over the financial reporting process, the consolidated financial statements and the auditors' report. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders. The Audit Committee also has the responsibility of engaging the external auditors.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Dalradian Resources Inc.

(signed) Patrick F. N. Anderson

Patrick F. N. Anderson
Chief Executive Officer

(signed) Keith McKay

Keith McKay
Chief Financial Officer

Dalradian Resources Inc.
(An exploration stage company)

Independent Auditors' Report

To the Shareholders of Dalradian Resources Inc.

We have audited the accompanying consolidated financial statements of Dalradian Resources Inc., which comprise the consolidated balance sheets as at December 31, 2015 and December 31, 2014, the consolidated statements of loss and comprehensive loss, shareholders' equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Dalradian Resources Inc. as at December 31, 2015 and December 31, 2014, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes that Dalradian Resources Inc.'s ability to meet its obligations and fund planned expenditures in the year ended December 31, 2016 is contingent upon successful completion of additional financing arrangements, and there is no assurance that adequate financing will be available in the future, or available under terms favorable to the Company. These conditions, along with other matters set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

(signed) KPMG

Chartered Professional Accountants, Licensed Public Accountants
March 23, 2016
Toronto, Canada

Dalradian Resources Inc.
(An exploration stage company)

Consolidated Balance Sheets
(Expressed in Canadian dollars)

	<u>As at Dec 31, 2015</u>	<u>As at Dec. 31, 2014</u>
ASSETS		
Current assets:		
Cash and cash equivalents.....	\$ 43,322,899	\$ 29,776,872
Amounts receivable	856,244	246,390
Prepaid expenses and advance payments (note 4).....	<u>1,373,798</u>	<u>2,963,947</u>
	45,552,941	32,987,209
Restoration deposit (note 7)	1,268,930	1,120,870
Property, plant and equipment (note 5).....	12,096,928	408,069
Exploration and evaluation assets (note 6).....	<u>82,356,346</u>	<u>49,085,740</u>
	<u>\$ 141,275,145</u>	<u>\$ 83,601,888</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	<u>\$ 6,070,328</u>	<u>\$ 2,950,848</u>
Non-Current liabilities:		
Provision for decommissioning and restoration (note 7).....	<u>1,265,234</u>	<u>380,937</u>
Shareholders' equity:		
Share capital (note 8).....	162,680,450	110,693,043
Warrants (note 8)	15,019,060	7,288,894
Contributed surplus.....	12,533,961	11,118,485
Accumulated deficit.....	<u>(56,293,888)</u>	<u>(48,830,319)</u>
	<u>133,939,583</u>	<u>80,270,103</u>
	<u>\$ 141,275,145</u>	<u>\$ 83,601,888</u>

Commitments and contingencies (note 14) and subsequent events (note 16)

On behalf of the Board:

(signed) Thomas Obradovich

Thomas Obradovich
Director

(signed) Ronald P. Gagel

Ronald P. Gagel
Director

See accompanying notes, which are an integral part of these consolidated financial statements.

Dalradian Resources Inc.
(An exploration stage company)

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2014
Operating expenses:		
Salaries and related benefits.....	\$ 4,213,550	\$ 3,176,139
Professional fees and consulting	816,131	978,443
Share-based payments.....	1,365,594	1,103,903
Investor relations and general travel.....	1,187,366	771,732
Office, regulatory and general.....	908,618	1,023,751
Amortization	103,356	165,793
Foreign exchange gain	(898,577)	(180,348)
Interest and bank charges	8,628	8,713
	<u>7,704,666</u>	<u>7,048,126</u>
Interest income and other	<u>241,097</u>	<u>203,241</u>
Loss and comprehensive loss for the year	<u>\$ (7,463,569)</u>	<u>\$ (6,844,885)</u>
Loss per share – basic and diluted (note 10)	<u>\$ (0.04)</u>	<u>\$ (0.06)</u>

See accompanying notes, which are an integral part of these consolidated financial statements.

Dalradian Resources Inc.
(An exploration stage company)

Consolidated Statements of Shareholders' Equity
(Expressed in Canadian dollars)

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2014
Share capital:		
Balance, beginning of year.....	\$ 110,693,043	\$ 79,585,917
Common shares issued (note 8)	40,178,329	30,796,719
Warrants exercised (note 8)	11,395,255	-
Options exercised (note 8)	413,823	310,407
Balance, end of year	<u>\$ 162,680,450</u>	<u>\$ 110,693,043</u>
Warrants:		
Balance, beginning of year.....	\$ 7,288,894	\$ 139,310
Warrants issued (note 8)	9,648,206	7,149,584
Warrants exercised (note 8).....	(1,864,955)	-
Warrants expired (note 8)	(53,085)	-
Balance, end of year	<u>\$ 15,019,060</u>	<u>\$ 7,288,894</u>
Contributed surplus:		
Balance, beginning of year.....	\$ 11,118,485	\$ 10,103,852
Increase from share-based payments.....	1,521,214	1,133,790
Warrants expired (note 8)	53,085	-
Options exercised (note 8)	(158,823)	(119,157)
Balance, end of year	<u>\$ 12,533,961</u>	<u>\$ 11,118,485</u>
Accumulated deficit:		
Balance, beginning of year.....	\$ (48,830,319)	\$ (41,985,434)
Loss and comprehensive loss for the year.....	(7,463,569)	(6,844,885)
Balance, end of year	<u>\$ (56,293,888)</u>	<u>\$ (48,830,319)</u>
Total shareholders' equity	<u>\$ 133,939,583</u>	<u>\$ 80,270,103</u>

See accompanying notes, which are an integral part of these consolidated financial statements.

Dalradian Resources Inc.
(An exploration stage company)

Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2014
Cash flows from (used in) operating activities:		
Loss and comprehensive loss for the year	\$ (7,463,569)	\$ (6,844,885)
Unrealized foreign exchange gain.....	(953,398)	(205,502)
Interest income and other	(236,004)	(203,092)
Items not affecting cash:		
Amortization	103,356	165,793
Share-based payments	1,365,594	1,103,903
Change in non-cash operating working capital:		
Amounts receivable.....	(606,865)	(160,313)
Prepaid expenses and advance payments	(56,435)	91,680
Restoration deposit (note 7)	(148,060)	-
Accounts payable and accrued liabilities	233,410	708,759
Cash flows used in operating activities	<u>\$ (7,761,971)</u>	<u>\$ (5,343,657)</u>
Cash flows from financing activities:		
Net proceeds from common shares and warrants issued (note 8)	\$ 49,142,965	\$ 37,946,304
Exercise of warrants (note 8)	9,530,300	-
Exercise of options (note 8)	255,000	191,250
Cash flows from financing activities	<u>\$ 58,928,265</u>	<u>\$ 38,137,554</u>
Cash flows from (used) in investing activities:		
Expenditures on exploration and evaluation assets.....	\$ (27,148,794)	\$ (8,951,309)
Restoration deposit (note 7)	-	(1,120,870)
Additions to property, plant and equipment.....	(11,657,887)	(193,928)
Interest received.....	233,016	188,545
Cash flows used in investing activities	<u>\$ (38,573,665)</u>	<u>\$ (10,077,562)</u>
Net change in cash and cash equivalents.....	12,592,629	22,716,335
Cash and cash equivalents, beginning of year	29,776,872	6,855,035
Effect of exchange rate fluctuations on cash held.....	953,398	205,502
Cash and cash equivalents, end of year	<u>\$ 43,322,899</u>	<u>\$ 29,776,872</u>

See accompanying notes, which are an integral part of these consolidated financial statements.

Dalradian Resources Inc.
(An exploration stage company)

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

As at and for the years ended December 31, 2015 and December 31, 2014

1. NATURE OF OPERATIONS AND GOING CONCERN

Dalradian Resources Inc. (collectively with its subsidiaries, the "Company") was incorporated on March 27, 2009, in the Province of Ontario, Canada, and is involved in the acquisition, exploration and evaluation of mineral properties in Northern Ireland. The registered address of the Company's head office is Queen's Quay Terminal, 207 Queen's Quay West, Suite 416, Toronto, Ontario, M5J 1A7.

The Company has a history of losses and doesn't yet generate revenue. The Company's ability to meet its obligations and fund planned expenditures for the year ended December 31, 2016 following completion of the feasibility study is contingent upon successful completion of additional financing arrangements. Although the Company has been successful in raising funds to date, as evidenced by the recent private placement in February 2015 and the bought deal financing in October 2015 (see note 8), there can be no assurance that adequate financing will be available in the future, or available under terms favourable to the Company.

The above circumstances indicate the existence of material uncertainty which may cast significant doubt as to the ultimate appropriateness of the use of accounting applicable to a going concern.

The majority of the Company's efforts are devoted to the exploration and evaluation of its properties. The recoverability of the amounts paid for the acquisition of, and investment in, mineral properties is dependent upon the development of economically recoverable reserves, the preservation of the Company's interest in the underlying mineral prospecting licences and mining lease option agreements, the ability to obtain necessary financing and the attainment of profitable operations or, alternatively, the disposal of properties or the Company's interests therein on an advantageous basis.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future. The consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and balance sheet classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material.

These consolidated financial statements have been approved and authorized to be issued by the Board of Directors on March 23, 2016.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are in accordance with IFRS. Outlined below is a summary of the significant accounting policies used in the preparation of these consolidated financial statements.

(a) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, with the exception of financial instruments, warrants, and share-based payments, which are initially measured at fair value.

Dalradian Resources Inc.
(An exploration stage company)

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

As at and for the years ended December 31, 2015 and December 31, 2014

(b) Basis of consolidation

These consolidated financial statements include the assets, liabilities, revenues and expenses of the Company and its 100% owned subsidiary, Dalradian Gold Limited (“DGL”). All inter-company transactions and balances have been eliminated on consolidation. Prior to its disposition during the year ended December 31, 2014, the Company also owned 100% of Norwegian Minerals Group AS (“NMG”).

(c) Measurement uncertainty

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the related reported expenses during the year. The most significant estimates and judgments are related to:

- (i) Recoverability of exploration and evaluation assets and related property, plant and equipment as described in note 2(d) and 2(i);
- (ii) Fair value of share-based payments and warrants as described in note 2(f);
- (iii) Measurement of deferred income tax assets and liabilities as described in note 2(g);
- (iv) Measurement of the provision for decommissioning and restoration as described in note 2(e)

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. Management believes that the estimates are reasonable.

(d) Exploration and evaluation assets

The Company capitalizes costs incurred to acquire, explore for and evaluate mineral resources. These expenditures are included in the exploration and evaluation assets classification within the Company's balance sheet. Once the technical feasibility and commercial viability of a mineral resource is determined, an impairment test is required and the carrying value is reclassified as development cost. The future development costs are capitalized until the properties are placed into production, become inactive, are assessed as impaired or are sold or abandoned. Capitalized exploration and evaluation costs will be amortized over the estimated useful life of the mineral property following the commencement of production, or written off if the property becomes inactive, is assessed as impaired or is sold or abandoned. The exploration and evaluation costs include the fair market value of consideration, including cash and shares, if any, on the acquisition of property interests. The amount of property acquisition costs and their related deferred exploration and evaluation costs represent actual expenditures incurred and are not intended to reflect present or future fair values.

The Company assesses its exploration and evaluation assets and related property, plant and equipment for impairment whenever facts and circumstances suggest that the carrying amount is not recoverable. The Company considers the conditions listed in IFRS 6, *Exploration and Evaluation of Mineral Resources* in determining whether the carrying value of its exploration and evaluation assets is not recoverable, such as the loss of the rights to explore an area, poor exploration results or

Dalradian Resources Inc.
(An exploration stage company)

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

As at and for the years ended December 31, 2015 and December 31, 2014

abandonment of work programs. This evaluation requires significant judgment regarding the status of the exploration program to determine whether any of the conditions have been met.

If the recoverable amount of an exploration and evaluation asset or property, plant and equipment is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in the consolidated statement of loss and comprehensive loss. If the circumstances leading to the impairment change, and an impairment subsequently reverses, the carrying amount is increased to the revised estimate of the recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of loss and comprehensive loss.

(e) Provision for decommissioning and restoration

A provision for decommissioning and restoration is recognized when: (i) the Company has a present legal or constructive obligation as a result of past exploration and evaluation activities; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the amount can be reliably estimated.

The Company records a liability and corresponding asset for the present value of the estimated costs of legal and constructive obligations for future site decommissioning and restoration.

The present value is determined based on current market assessments of the discount rate specific to the country in which the reclamation site is located based on the risk-free rate of borrowing approximated by the yield on sovereign debt for that country, with a maturity approximating the end of decommissioning and restoration period.

The estimated present value of the decommissioning and restoration cost is reassessed on an ongoing basis for completed exploration and evaluation activities and for new material information as it becomes available. When estimates of decommissioning and restoration costs are revised, the present value of the changes in decommissioning and restoration costs is recorded in the period by a change in the decommissioning and restoration provision and a corresponding adjustment to the exploration and evaluation assets.

The ultimate cost of decommissioning and restoration is uncertain and cost estimates can vary in response to many factors including changes to the relevant legal requirements and the emergence of new restoration techniques. The expected timing of expenditure can also change. As a result there could be significant adjustments to the provisions for decommissioning and restoration, which would affect future financial results.

Funds on deposit with third parties provided as security for future decommissioning and restoration costs are included in restoration deposits on the balance sheet.

(f) Share-based payments and warrants

The fair value of any share-based payments granted to directors, officers, employees and consultants is recorded as an expense or a component of exploration and evaluation assets based on the nature of the services for which it was awarded over the vesting period of the award with a corresponding increase recorded to contributed surplus. Share-based payments for directors, officers and employees are valued at the grant date whereas consultants' share-based payments are valued as the goods

Dalradian Resources Inc.
(An exploration stage company)

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

As at and for the years ended December 31, 2015 and December 31, 2014

and services are received from the recipient. Fair value of share options for directors, officers and employees, and warrants is determined using the Black-Scholes option pricing method utilizing management's assumptions, as described in note 8. Fair value of share-based payments for consultants is determined based on the fair value of the goods and services received and requires management to make estimates of the value of the goods and services received. Upon exercise of a share option or warrant, consideration paid by the option or warrant holder, together with the amount previously recognized in contributed surplus and warrants, respectively, is recorded as an increase to share capital.

The Restricted Share Units ("RSU") are accounted for as equity settled share-based payments, and the grant date fair value is amortized over their vesting period. The fair value of the RSU is based on the share price at the grant date as described in note 8.

(g) Income taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and on losses carried forward. For non-monetary assets denominated in a foreign currency, the tax basis is translated to the functional currency using the current foreign exchange rate. Deferred income tax assets and liabilities are measured using the substantially enacted tax rates that are expected to be in effect when the differences are expected to reverse or losses are expected to be utilized. The effect on deferred income tax assets and liabilities of a change in the enacted tax rate is included in income in the period in which the change is substantially enacted. Deferred income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is probable that they will be realized. This evaluation requires management to make judgments as to whether it is probable that a tax asset may be realized in the future.

(h) Loss per share

Basic loss per share is calculated using the weighted average number of shares outstanding. The dilutive effect of share-based payments and warrants is calculated using the treasury stock method. The treasury stock method assumes that any proceeds from the exercise of dilutive share-based payments and warrants would be used to repurchase common shares at the average market price during the year, with the incremental number of shares being included in the denominator of the diluted earnings per share calculation to the extent that it is dilutive. Share-based payments and share purchase warrants are not included in the computation of diluted loss per share in periods where the Company incurs a loss as their inclusion would be anti-dilutive.

(i) Property, plant and equipment

Property, plant and equipment is recorded at cost less accumulated amortization. Amortization is recognized, using the straight-line method, over the following periods:

Furniture and office equipment	3 years
Computer equipment and software	3 years
Leasehold improvements	Over the lease term
Plant and equipment	3-5 years

Dalradian Resources Inc.
(An exploration stage company)

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

As at and for the years ended December 31, 2015 and December 31, 2014

(j) Foreign currency translation

The Company and its subsidiary have a functional currency of Canadian dollars, which is also the currency in which the consolidated financial statements are presented. Transactions and balances denominated in a foreign currency have been translated into Canadian dollars using a method that retains their basis of measurement in terms of the Canadian dollar, as described below. Any conversion differences are recorded as exchange gains or losses in the consolidated statement of loss and comprehensive loss. Under this method:

- (i) monetary items are translated at the exchange rate in effect at the balance sheet date;
- (ii) non-monetary items, principally the exploration and evaluation assets, are translated at historical exchange rates; and
- (iii) revenue and expenses are translated at the average rates of exchange during the year, other than share-based payments and amortization which are translated at historical rates.

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand and short-term deposits with an original maturity of less than 3 months.

(l) Financial instruments

All financial instruments are initially recognized at fair value on the consolidated balance sheet. The Company has classified each financial instrument into one of the following categories: fair value through profit or loss; loans and receivables; and other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

Financial assets and liabilities classified as fair value through profit or loss are measured at fair value with changes in those fair values recognized in the consolidated statement of loss and comprehensive loss for the year.

Loans and receivables and other financial liabilities are measured at amortized cost using the effective interest method.

The Company's financial assets and liabilities are recorded and measured as follows:

<u>Asset or Liability</u>	<u>Category</u>	<u>Subsequent Measurement</u>
Cash and cash equivalents, Restoration deposit	Fair value through profit or loss	Fair value
Amounts receivable	Loans and receivables	Amortized cost
Accounts payables and accrued liabilities	Other liabilities	Amortized cost

Dalradian Resources Inc.
(An exploration stage company)

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

As at and for the years ended December 31, 2015 and December 31, 2014

3. RECENT ACCOUNTING PRONOUNCEMENTS AND ADOPTION OF NEW AND AMENDED IFRS STANDARDS

The following new IFRS standards are issued but not yet effective for the Company.

IFRS 9 *Financial Instruments*

On July 24, 2014, the IASB issued the completed IFRS 9, *Financial Instruments*, (IFRS 9 (2014)).

IFRS 9 (2014) includes finalized guidance on the classification and measurement of financial assets. The final standard also amends the impairment model by introducing a new 'expected credit loss' model for calculating impairment, and new general hedge accounting requirements. IFRS 9 is to come into effect on January 1, 2018 with early adoption permitted.

The Company intends to adopt IFRS 9 (2014) in its financial statements for the annual period beginning on January 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

IFRS 16 *Leases*

On January 13, 2016, the IASB issued IFRS 16, *Leases*.

The standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 is to come into effect on January 1, 2019 with early adoption permitted.

The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning on January 1, 2019. The extent of the impact of adoption of the standard has not yet been determined.

4. PREPAID EXPENSES AND ADVANCE PAYMENTS

On August 18, 2014, DGL entered into an agreement with a Northern Ireland based company, FP McCann, for the surface works portion of the underground exploration program ("Underground Program"). This agreement is for the completion of the surface civil engineering, including the building and commissioning of the temporary waste water treatment plant. In 2014, included in prepaid expenses and advance payments were advance payments to FP McCann totaling \$2,044,845, equivalent of £1,133,353, which were held in an escrow account with a legal firm to be applied to future invoices. On September 8, 2015, funds held on escrow account were fully released to FP McCann upon completion of the surface work portion of the Underground Program.

Dalradian Resources Inc.
(An exploration stage company)

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

As at and for the years ended December 31, 2015 and December 31, 2014

5. PROPERTY, PLANT AND EQUIPMENT

	Land	Plant and equipment	Computer equipment and software	Leasehold improvements	Furniture and office equipment	Total
Cost						
Balance at Dec. 31, 2013	\$ -	\$ 494,065	\$ 445,100	\$ 704,139	\$ 218,283	\$ 1,861,587
Additions	-	101,337	92,591	-	-	193,928
Balance at Dec. 31, 2014	\$ -	\$ 595,402	\$ 537,691	\$ 704,139	\$ 218,283	\$ 2,055,515
Additions	9,568,037	2,191,608	575,454	-	6,358	12,341,457
Disposals	-	(18,088)	-	-	-	(18,088)
Balance at Dec. 31, 2015	<u>\$ 9,568,037</u>	<u>\$ 2,768,922</u>	<u>\$ 1,113,145</u>	<u>\$ 704,139</u>	<u>\$ 224,641</u>	<u>\$ 14,378,884</u>
Accumulated Amortization						
Balance at Dec. 31, 2013	\$ -	\$ 278,507	\$ 242,534	\$ 461,013	\$ 207,555	\$ 1,189,609
Amortization	-	157,898	144,692	144,519	10,728	457,837
Balance at Dec. 31, 2014	\$ -	\$ 436,405	\$ 387,226	\$ 605,532	\$ 218,283	\$ 1,647,446
Amortization	-	366,463	190,039	95,919	177	652,598
Disposals	-	(18,088)	-	-	-	(18,088)
Balance at Dec. 31, 2015	<u>\$ -</u>	<u>\$ 784,780</u>	<u>\$ 577,265</u>	<u>\$ 701,451</u>	<u>\$ 218,460</u>	<u>\$ 2,281,956</u>
Net Book Value						
Balance at Dec. 31, 2014	<u>\$ -</u>	<u>\$ 158,997</u>	<u>\$ 150,465</u>	<u>\$ 98,607</u>	<u>\$ -</u>	<u>\$ 408,069</u>
Balance at Dec. 31, 2015	<u>\$ 9,568,037</u>	<u>\$ 1,984,142</u>	<u>\$ 535,880</u>	<u>\$ 2,688</u>	<u>\$ 6,181</u>	<u>\$ 12,096,928</u>

6. EXPLORATION AND EVALUATION ASSETS

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2014
Balance, beginning of year	\$ 49,085,740	\$ 40,349,082
Exploration	1,593,756	2,034,958
Asset evaluation.....	31,521,230	6,671,813
Share-based payments.....	155,620	29,887
Balance, end of year	<u>\$ 82,356,346</u>	<u>\$ 49,085,740</u>

Included within accounts payable and accrued liabilities, provision for decommissioning and restoration is \$5,962,227 (2014 - \$2,191,860) in relation to exploration and evaluation assets.

Asset evaluation expenditures include development planning, permitting and other activities associated with the Underground Program.

The Company, through DGL, holds a 100% interest in prospecting licences and options, subject to royalties as described below, covering approximately 84,000 hectares, consisting of four contiguous areas (DG1, DG2, DG3 and DG4), located in counties Tyrone and Londonderry, Northern Ireland, United Kingdom. This approximately 84,000-hectare area is collectively known as the "Northern Ireland Properties". There are two elements comprising this interest:

- The Crown Estate Commissioners ("CEC") has entered into mining lease Option Agreements with DGL (the "CEC Mining Lease Option Agreements") for gold and silver, covering these four contiguous areas; and

Dalradian Resources Inc.
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As at and for the years ended December 31, 2015 and December 31, 2014

- The Department of Enterprise, Trade and Investment (“DETI”), a separate government body, has granted to DGL Prospecting Licences for base metals (the “DETI Prospecting Licences”) covering the same four areas.

On March 11, 2016, DGL finalized renewals of all four of its existing CEC Mining Lease Option Agreements, using a new standard form of CEC agreement, each with a commencement date of January 1, 2016 and an initial expiry date of December 31, 2021. The CEC Mining Lease Option Agreements have a six-year term, with an option to extend the term for up to an additional four years (together, the “Option Period”).

The DETI Prospecting Licences for DG1 and DG2 were issued in 2013 and are currently in their first two-year extension term which runs from January 1, 2016 to December 31, 2017. They are eligible for one more, two-year extension. The DETI Prospecting Licences for DG3 and DG4 are currently in their second two-year extension term which runs from April 24, 2015 to April 23, 2017.

Pursuant to a royalty agreement dated December 13, 2004 (the “Royalty Agreement”), between DGL (formerly known as Ulster Minerals) and Minco Plc., a company duly incorporated under the laws of the Republic of Ireland, a 2% net smelter return royalty on a portion of the Northern Ireland Properties (as defined in the Royalty Agreement) is payable by DGL to Minco Plc. or its nominee. As provided in the CEC Mining Lease Option Agreements, a 4% royalty will be payable to the CEC upon production of gold and/or silver from the Northern Ireland Properties.

7. PROVISION FOR DECOMMISSIONING AND RESTORATION

With the start of the surface works phase of the Underground Program in 2014, the Company was required to place a restoration deposit of \$1,268,930 (2014 – \$1,120,870), equivalent of £621,811 (2014 - £620,000), in a reserve account as security for restoration to be performed in accordance with CEC requirements. The funds will remain in the reserve account and accrue interest until restoration associated with the Underground Program has been satisfactorily completed.

The Company estimates future decommissioning and restoration costs based on the level of current exploration and evaluation activity and estimates of costs required to fulfil the Company’s future obligation. As of December 31, 2015, provision for decommissioning and restoration is estimated to be \$1,265,234 (2014 - \$380,937), equivalent of £620,000 (2014 - £210,800).

8. SHARE CAPITAL, WARRANTS, SHARE OPTIONS AND RESTRICTED SHARE UNITS

(a) Share Capital:

The Company is authorized to issue an unlimited number of common shares with no par value. As at December 31, 2015, 215,163,700 (December 31, 2014 – 140,050,483) common shares were issued and outstanding.

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	Number of shares issued	Amount
Balance, December 31, 2013	89,542,983	\$ 79,585,917
Bought deal offering February 19, 2014 (i)	19,837,500	12,121,149
Issuance costs of bought deal offering February 19, 2014 (i)	-	(1,394,922)
Bought deal offering July 31, 2014 (iii)	19,205,000	14,019,649
Issuance costs of bought deal offering July 31, 2014 (iii)	-	(1,345,299)
Private placement July 31, 2014 (iv)	11,200,000	8,176,000
Issuance costs of private placement July 31, 2014 (iv)	-	(779,858)
Issuance on exercise of options (ii, v)	265,000	310,407
Balance, December 31, 2014	140,050,483	\$ 110,693,043
Private placement February 9, 2015 (vi)	12,556,000	9,228,660
Issuance costs of private placement February 9, 2015 (vi)	-	(389,726)
Bought deal offering October 7, 2015 (xv)	50,312,500	32,200,000
Issuance costs of bought deal offering October 7, 2015 (xv)	-	(1,544,175)
Issuance on exercise of warrants (vii)	9,581,650	10,132,370
Issuance on exercise of broker warrants (viii, ix, xi)	1,272,072	1,262,885
Issuance on exercise of options (xii, xiii, xiv)	430,000	413,823
Issuance on land acquisition (xvi)	960,995	683,570
Balance, December 31, 2015	215,163,700	\$ 162,680,450

(b) Warrants:

	Number of warrants	Amount	Weighted average exercise price
Balance, December 31, 2013	120,000	\$ 139,310	\$ 1.77
Warrants issued February 19, 2014 (i)	9,918,750	1,765,101	0.90
Broker warrants issued February 19, 2014 (i)	1,190,250	329,888	0.70
Issuance costs of bought deal offering February 19, 2014 (i)	-	(203,131)	-
Warrants issued July 31, 2014 (iii)	9,602,500	3,264,850	1.50
Broker warrants issued July 31, 2014 (iii)	1,152,300	368,736	0.90
Issuance costs of bought deal offering July 31, 2014 (iii)	-	(313,289)	-
Warrants issued private placement July 31, 2014 (iv)	5,599,999	1,904,000	1.50
Broker warrants issued private placement July 31, 2014 (iv)	672,000	215,040	0.90
Issuance costs of private placement July 31, 2014 (iv)	-	(181,611)	-
Balance, December 31, 2014	28,255,799	\$ 7,288,894	\$ 1.22

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Warrants issued February 9, 2015 (vi)	6,278,000	2,071,740	1.15
Issuance costs of bought deal offering February 9, 2015 (vi).....	-	(87,490)	-
Warrants issued October 7, 2015 (xv)	50,312,500	8,050,000	1.04
Issuance costs of bought deal offering October 7, 2015 (xv)	-	(386,044)	-
Warrants exercised (vii)	(9,581,650)	(1,508,885)	0.90
Broker warrants exercised (viii, ix, xi)	(1,272,072)	(356,070)	0.71
Warrants expired (x)	(337,100)	(53,085)	0.90
Balance, December 31, 2015	<u>73,655,477</u>	<u>\$ 15,019,060</u>	<u>\$ 1.14</u>

Each warrant entitles the holder to purchase one common share at the stated exercise price up to the expiry date.

The fair value of the Company's warrants, including broker warrants, issued during the years ended December 31, 2015, and December 31, 2014 were estimated using the Black-Scholes option pricing method using the following range of assumptions:

	<u>2015</u>	<u>2014</u>
Volatility.....	63% to 67%	68% to 81%
Risk-free interest rate.....	0.5%	1%
Expected life (years).....	2	1 to 3
Dividend yield.....	nil	nil

As at December 31, 2015, the following warrants were issued and outstanding:

<u>Type</u>	<u>Expiry date</u>	<u>Number of warrants</u>	<u>Shares issuable</u>	<u>Carrying value</u>	<u>Exercise price</u>
Warrants	January 1, 2016	30,000	30,000	\$ 43,783	\$ 2.17
Warrants	January 1, 2017	40,000	40,000	47,767	1.81
Warrants	January 1, 2018	50,000	50,000	47,760	1.50
Warrants	July 31, 2017	15,202,499	15,202,499	4,673,951	1.50
Broker warrants	July 31, 2016	1,742,478	1,742,478	557,593	0.90
Warrants	February 9, 2017	6,278,000	6,278,000	1,984,250	1.15
Warrants	October 7, 2017	50,312,500	50,312,500	7,663,956	1.04
		<u>73,655,477</u>	<u>73,655,477</u>	<u>\$ 15,019,060</u>	<u>\$ 1.14</u>

- (i) On February 19, 2014, the Company closed a bought deal offering of 19,837,500 units including fully exercised over-allotment units, at a price of \$0.70 per unit, for gross proceeds of \$13,886,250. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. The common share purchase warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.90 until February 19, 2015. The Company allocated approximately \$0.09 to each one-half of one warrant using the Black-Scholes option pricing method, and allocated the residual \$0.61 to each common share. A cash commission of \$833,175 (6% of gross proceeds) was paid, together with the issuance of 1,190,250 broker warrants equal to 6% of the total number of units sold (valued at \$329,888 using the Black-Scholes option pricing method) and advisory fee and other transaction costs of \$434,990. Each broker warrant entitled the holder to purchase one common share at an exercise price of \$0.70 until August 19, 2015.

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- (ii) On July 3, 2014, the Company issued 250,000 shares as a result of the exercise of 250,000 options. The cash proceeds from the option exercise were \$187,500. The balance of \$116,827 in contributed surplus was transferred to common shares upon exercise.
- (iii) On July 31, 2014, the Company closed a bought deal offering of 19,205,000 units including fully exercised over-allotment units, at a price of \$0.90 per unit, for gross proceeds of \$17,284,500. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. The common share purchase warrant entitles the holder to purchase one common share of the Company at an exercise price of \$1.50 until July 31, 2017. The Company allocated \$0.17 to each one-half of one warrant using the Black-Scholes option pricing method, and allocated the residual \$0.73 to each common share. A cash commission of \$1,037,070 (6% of gross proceeds) was paid, together with the issuance of 1,152,300 broker warrants equal to 6% of the total number of units sold (valued at \$368,736 using the Black-Scholes option pricing method) and advisory fee and other transaction costs of \$252,782. Each broker warrant entitles the holder to purchase one common share at an exercise price of \$0.90 until July 31, 2016.
- (iv) On July 31, 2014, the Company completed a non-brokered private placement of 11,200,000 units, at a price of \$0.90 per unit, for gross proceeds of \$10,080,000. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. The common share purchase warrant entitles the holder to purchase one common share of the Company at an exercise price of \$1.50 until July 31, 2017. The Company allocated \$0.17 to each one-half of one warrant using the Black-Scholes option pricing method, and allocated the residual \$0.73 to each common share. A cash commission of \$604,800 (6% of gross proceeds) was paid, together with the issuance of 672,000 broker warrants equal to 6% of the total number of units sold (valued at \$215,040 using the Black-Scholes option pricing method) and advisory fee and other transaction costs of \$141,629. Each broker warrant entitles the holder to purchase one common share at an exercise price of \$0.90 until July 31, 2016.
- (v) On November 26, 2014, the Company issued 15,000 shares as a result of the exercise of 15,000 options. The cash proceeds from the option exercise were \$3,750. The balance of \$2,330 in contributed surplus was transferred to common shares upon exercise.
- (vi) On February 9, 2015, the Company closed a non-brokered private placement of 12,556,000 units, at a price of \$0.90 per unit, for gross proceeds of \$11,300,400. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. The common share purchase warrant entitles the holder to purchase one common share of the Company at an exercise price of \$1.15 until February 9, 2017. The Company allocated approximately \$0.17 to each one-half of one warrant using the Black-Scholes option pricing method, and allocated the residual \$0.73 to each common share. A cash commission of \$452,016 (4% of gross proceeds) and other transaction costs of \$25,200 were paid.
- (vii) In January and February of 2015, the Company issued 9,581,650 common shares as a result of the exercise of 9,581,650 common share purchase warrants issued in February 2014. The cash proceeds from the warrant exercises were \$8,623,485 and the grant date fair value of \$1,508,885 recorded as common share purchase warrants was transferred to common shares upon exercise.
- (viii) In February and March of 2015, the Company issued 877,215 common shares as a result of the exercise of 877,215 broker warrants issued in February 2014. The cash proceeds from

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the broker warrant exercises were \$614,051 and the grant date fair value of \$243,128 recorded as broker warrants was transferred to common shares upon exercise.

- (ix) On March 10, 2015, the Company issued 81,822 common shares as a result of the exercise of 81,822 broker warrants issued in July 2014. The cash proceeds from the broker warrant exercises were \$73,640 and the grant date fair value of \$26,183 recorded as broker warrants was transferred to common shares upon exercise.
- (x) On February 19, 2015, 337,100 common share purchase warrants exercisable at \$0.90 per share, with a carrying value of \$53,085, expired.
- (xi) In July and August of 2015, the Company issued 313,035 common shares as a result of the exercise of 313,035 broker warrants issued in February 2014. The cash proceeds from the broker warrant exercises were \$219,124 and the grant date fair value of \$86,759 recorded as broker warrants was transferred to common shares upon exercise.
- (xii) On July 10, 2015, the Company issued 135,000 common shares as a result of the exercise of 135,000 options. The cash proceeds from the option exercise were \$33,750. The balance of \$20,968 in contributed surplus was transferred to common shares upon exercise.
- (xiii) On July 21, 2015, the Company issued 250,000 common shares as a result of the exercise of 250,000 options. The cash proceeds from the option exercise were \$187,500. The balance of \$116,826 in contributed surplus was transferred to common shares upon exercise.
- (xiv) On August 10, 2015, the Company issued 45,000 common shares as a result of the exercise of 45,000 options. The cash proceeds from the option exercise were \$33,750. The balance of \$21,029 in contributed surplus was transferred to common shares upon exercise.
- (xv) On October 7, 2015, the Company closed a bought deal offering of 50,312,500 units including fully exercised over-allotment units, at a price of \$0.80 per unit, for gross proceeds of \$40,250,000. Each unit consisted of one common share of the Company and one common share purchase warrant. The common share purchase warrant entitles the holder to purchase one common share of the Company at an exercise price of \$1.04 until October 7, 2017. The Company allocated \$0.16 to each warrant using the Black-Scholes option pricing method, and allocated the residual \$0.64 to each common share. A cash commission of \$1,610,000 (4% of gross proceeds) and other transaction costs of \$320,219 were paid.
- (xvi) On November 30, 2015, the Company issued 960,995 common shares, at a price of \$0.71 per share, to a landowner as part of a deal to acquire their land for the purpose of exploration and evaluation activities.

(c) Share options:

On April 27, 2010, and as amended on March 22, 2011 and May 26, 2014, the Company adopted a share option plan under which it is authorized to grant share options to officers, directors, employees and consultants of the Company. Under the share option plan, the Company may not have more than 10% of the outstanding issued common shares reserved for incentive share options granted at any time. Options granted under the plan will have a term not to exceed five years, from the later of (i) the grant date; or (ii) August 10, 2010, the date on which the common shares were listed for trading on the Toronto Stock Exchange, have an exercise price of not less than the closing price of the shares on the exchange on which the common shares are listed on the trading date immediately preceding

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the date the options are granted and may be subject to vesting terms as determined by the Board of Directors.

In accordance with the option plan, the vesting period is determined by the Board of Directors. Unless disclosed otherwise, the vesting period is generally one third of the total options granted vest immediately upon approval and the remaining thirds each vest on the first and second anniversaries of the date they were issued.

	Number of options	Weighted average exercise price
Balance, December 31, 2013.....	6,425,000	\$ 0.94
Granted	2,430,000	0.94
Exercised ¹	(265,000)	0.72
Forfeited and expired	(775,000)	1.61
Balance, December 31, 2014.....	7,815,000	\$ 0.88
Granted (i, ii, iii, iv, v).....	4,025,000	0.75
Exercised ¹	(430,000)	0.59
Expired.....	(375,000)	1.06
Balance, December 31, 2015.....	<u>11,035,000</u>	<u>\$ 0.84</u>

1. The weighted average share price on the date of exercise of exercised share options during 2015 is \$0.80 (2014 - \$0.98).

- (i) On January 14, 2015, 750,000 options were granted to an officer, effective March 2, 2015, with an exercise price of \$0.78 per share. One third of these options vested immediately with the remaining thirds each vesting on the first and second anniversaries of the date they were issued. The options expire March 2, 2020.
- (ii) On April 8, 2015, 300,000 options were granted to consultants of the Company, with an exercise price of \$0.92 per share. One half of these options vest on October 8, 2015, and the other half vest on April 8, 2016. The options expire April 8, 2020. For accounting purposes, these options were treated as employee options based on the nature of the arrangement for services provided.
- (iii) On August 20, 2015, 500,000 options were granted to new directors of the Company, with an exercise price of \$0.90 per share. These options vested immediately and expire August 20, 2020.
- (iv) On August 21, 2015, 100,000 options were granted to a consultant of the Company, with an exercise price of \$0.91 per share. These options vest on November 19, 2015 and expire on August 21, 2020. For accounting purposes, these options were treated as employee options based on the nature of the arrangement for services provided.
- (v) On December 18, 2015, 2,300,000 options were granted to directors of the Company, with an exercise price of \$0.67 per share. 250,000 of these options granted to a new director were vested immediately. One third of the remaining 2,050,000 options were vested immediately with the remaining thirds each vesting on the first and second anniversaries of the date they were issued. These options expire December 18, 2020.

As at December 31, 2015, share options granted and still outstanding were as follows:

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<u>Grant Date</u>	<u>Exercise price</u>	<u>Grant date fair value of options outstanding</u>	<u>Number of vested options</u>	<u>Number of non-vested options</u>	<u>Number of outstanding options</u>	<u>Remaining life in years</u>	<u>Expiry date</u>
Nov. 16, 2009	0.25	62,126	400,000	-	400,000	0.05	Jan. 19, 2016
Apr. 15, 2010	0.75	584,133	1,250,000	-	1,250,000	0.05	Jan. 19, 2016
Jun. 9, 2010	0.75	256,574	550,000	-	550,000	0.05	Jan. 19, 2016
May 27, 2011	1.60	249,632	250,000	-	250,000	0.41	May 27, 2016
Nov. 2, 2011	2.20	95,468	70,000	-	70,000	0.84	Nov. 2, 2016
Apr. 23, 2012	1.10	34,209	50,000	-	50,000	1.31	Apr. 23, 2017
May 14, 2012	0.97	30,130	50,000	-	50,000	1.37	May 14, 2017
Aug. 7, 2012	1.11	103,322	150,000	-	150,000	1.50	Jun. 30, 2017
Aug. 7, 2012	1.11	378,847	550,000	-	550,000	1.60	Aug. 7, 2017
Sep. 11, 2012	1.02	316,598	500,000	-	500,000	1.66	Aug. 28, 2017
Feb. 11, 2013	1.30	28,227	35,000	-	35,000	2.12	Feb. 11, 2018
May. 8, 2013	0.71	99,005	225,000	-	225,000	0.17	Mar. 2, 2016
Jul. 9, 2013	0.71	109,874	500,000	-	500,000	2.52	Jul. 9, 2018
Feb. 14, 2014	0.85	135,100	200,000	100,000	300,000	3.13	Feb. 14, 2019
Jun. 25, 2014	0.98	77,961	100,000	50,000	150,000	1.50	Jun. 30, 2017
Jun. 25, 2014	0.98	155,922	300,000	-	300,000	1.66	Aug. 28, 2017
Jun. 25, 2014	0.98	753,623	966,666	483,334	1,450,000	3.48	Jun. 25, 2019
Sep. 25, 2014	0.71	51,901	93,333	46,666	140,000	3.74	Sep. 25, 2019
Dec. 10, 2014	0.67	31,016	60,000	30,000	90,000	3.95	Dec. 10, 2019
Mar. 2, 2015	0.78	293,142	250,000	500,000	750,000	4.17	Mar. 2, 2020
Apr. 1, 2015	0.87	32,763	25,002	49,998	75,000	4.25	Apr. 1, 2020
Apr. 8, 2015	0.92	138,313	150,000	150,000	300,000	4.27	Apr. 8, 2020
Aug. 20, 2015	0.90	195,726	500,000	-	500,000	4.64	Aug. 20, 2020
Aug. 21, 2015	0.91	39,543	100,000	-	100,000	4.64	Aug. 21, 2020
Dec. 18, 2015	0.67	657,306	933,338	1,366,663	2,300,000	4.97	Dec. 18, 2020
		<u>\$ 4,910,461</u>	<u>8,258,339</u>	<u>2,776,661</u>	<u>11,035,000</u>	<u>2.39¹</u>	

1. The weighted average remaining life for the options outstanding at December 31, 2015 is 2.39 years (2014 - 2.08 years)

The fair value of the Company's options granted to employees and consultants during the years ended December 31, 2015 and December 31, 2014 were estimated using the Black-Scholes option pricing method using the following range of assumptions:

	<u>2015</u>	<u>2014</u>
Volatility.....	64% to 78%	79% to 82%
Risk-free interest rate.....	0.3% to 0.5%	1.0% to 1.2%
Expected life (years).....	3	3
Dividend yield.....	Nil	nil
Forfeiture rate.....	0% to 5%	5%

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The Company estimates future volatility by reference to the Company's historic volatility over a period equal to the expected life of the option.

The total fair value of unvested options that will be recognized in the consolidated statement of loss or capitalized into exploration and evaluation assets in future periods amounts to \$527,626 as at December 31, 2015 (December 31, 2014 - \$459,394).

(d) Restricted Share Units ("RSUs"):

On June 25, 2012, the shareholders approved an RSU plan. Under the plan, the participants are granted rights to acquire fully paid and non-assessable common shares from the Company.

	Number of RSUs	Weighted average fair value per unit at grant date ⁽ⁱ⁾
Balance, December 31, 2013	850,000	\$ 1.11
Granted (i)	145,000	0.69
Balance, December 31, 2014	995,000	\$ 1.05
Granted (ii)	100,000	0.96
Forfeited (iii)	(25,000)	0.96
Balance, December 31, 2015	<u>1,070,000</u>	<u>\$ 1.04</u>

⁽ⁱ⁾ The fair value of the RSUs are based on the share price on grant dates.

- (i) On October 2, 2014, a total of 145,000 RSUs at a fair value of \$0.69 per RSU, based on the share price on grant date, were granted to an officer who is also a director of the Company under the Company's RSU plan. These RSUs have a vesting period of three years.
- (ii) On April 7, 2015, a total of 100,000 RSUs at a fair value of \$0.96 per RSU, based on the share price on grant date, were granted to three officers of the Company under the Company's RSU plan. These RSUs have a vesting period of three years.
- (iii) On August 28, 2015, 25,000 RSUs, previously granted to a former officer of the Company on April 7, 2015, were forfeited.

On June 4, 2015, two directors and one officer elected to defer the vesting date of their RSUs in accordance with the terms of the RSU plan. The RSUs had an initial vesting date of August 7, 2015 which was deferred to various dates in 2016.

The RSU expense for the year ended December 31, 2015 was \$238,142 (2014 - \$322,838).

9. RELATED PARTY TRANSACTIONS

Compensation of key management personnel comprised:

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2014
Short-term employee benefits and other payments	\$ 1,853,461	\$ 1,400,000
Termination benefits	1,500,000	-
Directors' fees	407,652	405,000
Share-based payments	1,236,822	988,869
	<u>\$ 4,997,935</u>	<u>\$ 2,793,869</u>

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Key management personnel are comprised of members of the board and officers of the Company.

During the year ended December 31, 2014, the company closed a bought deal offering of 12,837,500 units including fully exercised over-allotment units, at a price of \$0.70 per unit, for gross proceeds of \$13,886,250. Through this issuance, key management personnel of the Company purchased 343,000 units of the Company for \$240,100. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Also in 2014, the Company closed a bought deal offering of 19,205,000 units including fully exercised over-allotment units, at a price of \$0.90 per unit, for gross proceeds of \$17,284,500. Key management personnel of the Company purchased 444,444 units of the Company for \$400,000. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant.

During the year ended December 31, 2015, the Company closed a bought deal offering of 50,312,500 units including fully exercised over-allotment units, at a price of \$0.80 per unit, for gross proceeds of \$40,250,000. Key management personnel of the Company purchased 373,750 units of the Company for \$299,000. Each unit consisted of one common share of the Company and one common share purchase warrant.

See note 8 for further details of these financings.

10. BASIC AND DILUTED LOSS PER SHARE

The following table sets forth the computation of basic and diluted loss per share:

	<u>Year ended Dec. 31, 2015</u>	<u>Year ended Dec. 31, 2014</u>
Numerator:		
Loss for the year	\$ (7,463,569)	\$ (6,844,885)
Denominator:		
Weighted average number of common shares.....	172,658,656	119,671,915
Basic and diluted loss per share.....	<u>\$ (0.04)</u>	<u>\$ (0.06)</u>

The outstanding share options, RSUs and warrants were not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

11. DEFERRED INCOME TAX RECOVERY

The major components of deferred income tax expense/recovery for the years ended December 31, 2015 and December 31, 2014 are as follows:

	<u>Year ended Dec. 31, 2015</u>	<u>Year ended Dec. 31, 2014</u>
Reconciliation of effective tax rate:		
Net loss before taxes.....	\$ (7,463,569)	\$ (6,844,885)
Income tax recovery at statutory rates 26.5 %	(1,977,846)	(1,813,895)
Non-deductible expenses	366,139	294,319
Rate adjustments.....	-	-
Change in recognized temporary differences.....	1,602,766	1,514,021
Effect of tax rates in foreign jurisdiction	8,941	5,555
	<u>\$ -</u>	<u>\$ -</u>

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Unrecognized deferred tax assets:

Deferred tax assets have not been recognized in respect of:

Investment in subsidiaries	\$ 3,125,812	\$ 2,988,258
Deductible temporary differences	7,212,019	5,771,607
Tax losses	46,963,347	39,382,148
	<u>\$ 57,301,178</u>	<u>\$ 48,142,013</u>

Exploration and evaluation expenditures incurred up to December 31, 2015 at the Curraghinalt deposit (across the four Mineral Prospecting Licences held by DGL) have been capitalized for accounting and tax purposes and will be claimed in due course.

For Canadian income tax purposes, the non-capital tax losses begin to expire in 2029. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(a) Fair Value

Cash and cash equivalents and restoration deposits are measured at fair value using level 1 inputs per the fair value hierarchy.

The carrying values of amounts receivable and accounts payable and accrued liabilities reflected in the consolidated balance sheet approximate fair value because of the short-term maturity of these financial instruments.

(b) Commodity Price Risk

The Company's ability to develop its properties and its future profitability are directly related to the market price of gold. The price of gold is affected by numerous factors, such as global consumption and demand for gold, international economic and political trends, fluctuations in value of the U.S. dollar and other currencies, interest rates and inflation.

(c) Liquidity Risk

Liquidity risk includes the risk that, as a result of the Company's operational liquidity requirements:

- (i) the Company will not have sufficient funds to settle a transaction on the due date;
- (ii) the Company will be forced to sell financial assets at a value that is less than what they are worth; or,
- (iii) the Company may be unable to settle liabilities or recover a financial asset at all.

The ultimate responsibility for liquidity risk rests with the Board of Directors of the Company, which has built an appropriate liquidity risk management framework for management of the Company's short, medium and long-term funding and liquidity requirements. The Company's cash requirements and balances are projected based on estimated future requirements. The Company plans to meet these requirements through a mix of available funds, equity financing, sale of assets, and project debt financing. Continuing operations are dependent on the Company's ability in the near term to access sufficient capital to complete the Company's exploration and evaluation activities, identify commercial

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gold reserves and to ultimately have profitable operations. Accounts payable and accrued liabilities at December 31, 2015 all have contractual maturities of less than 90 days and are subject to normal trade terms. The Company had sufficient funds on hand at December 31, 2015 to settle these liabilities.

(d) Credit Risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the consolidated balance sheet date. The majority of the Company's financial assets are cash and cash equivalents, restoration deposit and amounts receivable. Management considers the credit risk on cash and cash equivalents and restoration deposit to be limited because the counterparties are established well-known financial institutions. During the year ended December 31, 2015, no amounts receivable were past due. Consequently, no allowances or bad debts were required on the amounts receivable. The maximum exposure to credit risk is represented by the carrying amount of the cash and cash equivalents, restoration deposit and amounts receivable on the consolidated balance sheet.

(e) Foreign Currency Risk

Foreign currency risk is the risk that a variation in the exchange rates between the Canadian dollar and foreign currencies could affect the Company's operating and financial results. The Company is exposed to foreign currency risk as the Company holds cash in foreign currencies and has other financial assets and liabilities that are denominated in foreign currencies. The Company's management monitors the exchange rate fluctuations on a regular basis and does not use currency derivative instruments to manage its exposure to foreign currency fluctuations.

At December 31, 2015, the carrying amounts of the Company's foreign currency-denominated net financial assets are approximately as follows:

	Net financial assets (liabilities)	Effect of 10% change in exchange rate on loss
U.S. dollar	\$ (705,491)	\$ (70,549)
Euro	(496,083)	(49,608)
Pound sterling	3,811,177	381,118
	<u>\$ 2,609,603</u>	<u>\$ 260,961</u>

13. CAPITAL DISCLOSURES

The Company's policy with respect to managing its capital is as follows:

- (a) to safeguard the Company's ability to continue as a going concern so that it can provide returns for shareholders and benefits for other stakeholders; and
- (b) to raise sufficient funds to finance ongoing exploration and evaluation activities to provide an adequate return to shareholders.

The Company defines capital as total equity plus long-term debt. Total equity is comprised of share capital, accumulated deficit, contributed surplus and warrants. Currently the Company has no debt or borrowings, other than short-term accounts payable and accrued liabilities with terms of less than 90

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days to maturity. 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. In order to maintain or adjust the capital structure, the Company may issue new shares or sell assets to raise capital.

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2014
Shareholders' equity	\$ 133,939,583	\$ 80,270,103
Long-term debt	-	-
	<u>\$ 133,939,583</u>	<u>\$ 80,270,103</u>

14. COMMITMENTS AND CONTINGENCIES

The Company may be subject to various contingent liabilities that occur in the normal course of operations.

At December 31, 2015, the Company had the following commitments for operating leases for the next five fiscal years:

	Total	2016	2017	2018	2019	2020
Operating leases	\$ 615,905	\$ 330,338	\$ 136,104	\$ 107,343	\$ 21,060	\$ 21,060

Operating leases represent lease agreements for office space, a storage facility, and equipment in Toronto and Northern Ireland.

On May 15, 2015, the Company entered into a lease agreement for office space in Toronto, Canada. The agreement commenced on May 15, 2015 and expires on September 30, 2018. Payments are included in the above commitment table.

15. SEGMENTED REPORTING

The Company's registered office is in Canada. The geographical segmentation of the Company's assets and expenses are as follows:

	Canada	Northern Ireland	Total
As at December 31, 2015			
Current assets.....	\$ 40,507,961	\$ 5,044,980	\$ 45,552,941
Restoration deposit.....	-	1,268,930	1,268,930
Exploration and evaluation assets.....	-	82,356,346	82,356,346
Property, plant and equipment.....	13,123	12,083,805	12,096,928
Total assets	<u>\$ 40,521,084</u>	<u>\$ 100,754,061</u>	<u>\$ 141,275,145</u>
Year ended December 31, 2015			
Additions to property, plant and equipment	\$ 13,818	\$ 12,327,639	\$ 12,341,457
Additions to exploration and evaluation assets.....	\$ -	\$ 33,270,606	\$ 33,270,606
Revenue	\$ -	\$ -	\$ -
Net loss.....	<u>\$ 7,326,015</u>	<u>\$ 137,554</u>	<u>\$ 7,463,569</u>

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As at and for the years ended December 31, 2015 and December 31, 2014

As at December 31, 2014

Current assets	\$ 29,168,950	\$ 3,818,259	\$ 32,987,209
Restoration deposit.....	-	1,120,870	1,120,870
Exploration and evaluation assets.....	-	49,085,740	49,085,740
Property, plant and equipment.....	102,660	305,409	408,069
Total assets	<u>\$ 29,271,610</u>	<u>\$ 54,330,278</u>	<u>\$ 83,601,888</u>

Year ended December 31, 2014

Additions to property, plant and equipment	<u>\$ -</u>	<u>\$ 193,928</u>	<u>\$ 193,928</u>
Additions to exploration and evaluation assets.....	<u>\$ -</u>	<u>\$ 8,736,658</u>	<u>\$ 8,736,658</u>
Revenue	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Net loss ⁽¹⁾	<u>\$ 6,759,424</u>	<u>\$ 85,461</u>	<u>\$ 6,844,885</u>

⁽¹⁾ \$27,280 of net losses related to the Company's former exploration licenses in Norway are included in Canada. No amounts incurred related to Norway in 2015 following the disposition of the entity in 2014.

16. SUBSEQUENT EVENTS

Land Acquisition

Subsequent to year end, the Company acquired land for a proposed mine site processing plant and associated facilities in proximity to the Curraghinalt gold deposit in exchange for cash and shares.

Landowner Warrants

On January 1, 2016, 30,000 warrants exercisable at \$2.17 per warrant, with a carrying value of \$43,783, expired.

Share Options

On January 5, 2016, the Company issued 400,000 shares as a result of the exercise of 400,000 options granted to an officer and a director of the Company. The cash proceeds from the option exercise were \$100,000.

On January 19, 2016, 1,800,000 options granted to officers and directors of the Company at an exercise price of \$0.75 expired.

DALRADIAN RESOURCES

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