

GOLD RESOURCE CORP  
Form 10-Q  
May 04, 2016  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from            to

Commission File Number: 001-34857

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Gold Resource Corporation

(Exact Name of Registrant as Specified in its charter)

Colorado 84-1473173  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

2886 Carriage Manor Point, Colorado Springs, Colorado 80906

(Address of Principal Executive Offices) (Zip Code)

(303) 320-7708

(Registrant's telephone number including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Larger accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 54,266,706 shares of common stock outstanding as of May 3, 2016.

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GOLD RESOURCE CORPORATION

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References in this report to agreements to which Gold Resource Corporation is a party and the definition of certain terms from those agreements are not necessarily complete and are qualified by reference to the agreements. Readers should refer to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and the exhibits listed therein.

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## PART I - FINANCIAL INFORMATION

## ITEM 1. Financial Statements

## GOLD RESOURCE CORPORATION

## CONDENSED CONSOLIDATED BALANCE SHEETS

(U.S. dollars in thousands, except share and per share amounts)

|   | March 31,<br>2016<br>(Unaudited) | December 31,<br>2015 |
|---|----------------------------------|----------------------|
| <b>ASSETS</b>   |                                  |                      |
| Current assets:   |                                  |                      |
| Cash and cash equivalents   | \$ 10,325                        | \$ 12,822            |
| Gold and silver bullion   | 3,413                            | 2,988                |
| Accounts receivable   | 907                              | 321                  |
| Inventories   | 9,318                            | 8,753                |
| IVA taxes receivable  | 1,331                            | 1,332                |
| Income tax receivable   | 3,887                            | 3,794                |
| Prepaid expenses and other current assets   | 2,434                            | 2,608                |
| Total current assets  | 31,615                           | 32,618               |
| Property, plant and mine development, net   | 53,073                           | 51,637               |
| Deferred tax assets   | 20,494                           | 21,064               |
| Investments in equity securities  | 231                              | 231                  |
| Other non-current assets  | 937                              | 985                  |
| Total assets  | \$ 106,350                       | \$ 106,535           |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                                  |                      |
| Current liabilities:  |                                  |                      |
| Accounts payable  | \$ 10,901                        | \$ 11,600            |
| Accrued expenses and other current liabilities  | 2,079                            | 2,140                |
| Capital lease obligations   | 696                              | 842                  |
| Mining royalty taxes payable  | 3                                | 230                  |
| Dividends payable   | 90                               | 90                   |
| Total current liabilities   | 13,769                           | 14,902               |
| Capital lease obligations   | 24                               | -                    |
| Reclamation and remediation liabilities   | 2,795                            | 2,815                |
| Total liabilities   | 16,588                           | 17,717               |
| Shareholders' equity:   |                                  |                      |
| Preferred stock - \$0.001 par value, 5,000,000 shares authorized:<br>no shares issued and outstanding | -                                | -                    |

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Common stock - \$0.001 par value, 100,000,000 shares authorized:

54,603,104 and 54,266,706 shares issued and outstanding, respectively, at March 31, 2016 and December 31, 2015

|  |            |            |
|--|------------|------------|
|  | 55         | 55         |
| Additional paid-in capital                 | 96,913     | 96,766     |
| Accumulated deficit                        | (151)      | (948)      |
| Treasury stock at cost, 336,398 shares     | (5,884)    | (5,884)    |
| Accumulated other comprehensive loss       | (1,171)    | (1,171)    |
| Total shareholders' equity                 | 89,762     | 88,818     |
| Total liabilities and shareholders' equity | \$ 106,350 | \$ 106,535 |

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

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## GOLD RESOURCE CORPORATION

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

for the three months ended March 31, 2016 and 2015

(U.S. dollars in thousands, except share and per share amounts)

(Unaudited)

|                                      | Three months<br>ended March 31, |            |
|--------------------------------------|---------------------------------|------------|
|                                      | 2016                            | 2015       |
| Sales, net                           | \$ 17,403                       | \$ 28,372  |
| Mine cost of sales:                  |                                 |            |
| Production costs                     | 11,096                          | 12,934     |
| Depreciation and amortization        | 2,806                           | 1,392      |
| Reclamation and remediation          | 47                              | 23         |
| Total mine cost of sales             | 13,949                          | 14,349     |
| Mine gross profit                    | 3,454                           | 14,023     |
| Costs and expenses:                  |                                 |            |
| General and administrative expenses  | 2,178                           | 2,731      |
| Exploration expenses                 | 504                             | 1,712      |
| Total costs and expenses             | 2,682                           | 4,443      |
| Operating income                     | 772                             | 9,580      |
| Other income (expense), net          | 706                             | (504)      |
| Income before income taxes           | 1,478                           | 9,076      |
| Provision for income taxes           | 681                             | 4,023      |
| Net income                           | \$ 797                          | \$ 5,053   |
| Net income per common share:         |                                 |            |
| Basic and diluted                    | \$ 0.01                         | \$ 0.09    |
| Weighted average shares outstanding: |                                 |            |
| Basic and diluted                    | 54,266,706                      | 54,179,369 |

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





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## GOLD RESOURCE CORPORATION

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

for the three months ended March 31, 2016 and 2015

(U.S. dollars in thousands)

(Unaudited)

|  | Three months<br>ended March 31, |           |
|--|---------------------------------|-----------|
|  | 2016                            | 2015      |
| Cash flows from operating activities:                                      |                                 |           |
| Net income   | \$ 797                          | \$ 5,053  |
| Adjustments to reconcile net income to net cash from operating activities: |                                 |           |
| Deferred income taxes  | 515                             | 6         |
| Depreciation, depletion and amortization                                   | 2,856                           | 1,457     |
| Stock-based compensation   | 418                             | 1,066     |
| Other operating adjustments  | (608)                           | 286       |
| Changes in operating assets and liabilities:                               |                                 |           |
| Accounts receivable  | (586)                           | (6,043)   |
| Inventories  | (566)                           | (724)     |
| Prepaid expenses and other current assets                                  | 394                             | (24)      |
| Accounts payable and other accrued liabilities                             | 815                             | 1,046     |
| Mining and income taxes payable/receivable                                 | (331)                           | (1,255)   |
| Other noncurrent assets  | 26                              | -         |
| Net cash provided by operating activities                                  | 3,730                           | 868       |
| Cash flows from investing activities:                                      |                                 |           |
| Capital expenditures   | (5,687)                         | (4,937)   |
| Proceeds from the sale of equity investments                               | 163                             | -         |
| Other investing activities   | 2                               | 7         |
| Net cash used in investing activities                                      | (5,522)                         | (4,930)   |
| Cash flows from financing activities:                                      |                                 |           |
| Dividends paid   | (271)                           | (1,625)   |
| Repayment of capital leases  | (424)                           | (372)     |
| Net cash used in financing activities                                      | (695)                           | (1,997)   |
| Effect of exchange rate changes on cash and cash equivalents               | (10)                            | (38)      |
| Net decrease in cash and cash equivalents                                  | (2,497)                         | (6,097)   |
| Cash and cash equivalents at beginning of period                           | 12,822                          | 27,541    |
| Cash and cash equivalents at end of period                                 | \$ 10,325                       | \$ 21,444 |

Supplemental Cash Flow Information

|                              |        |          |
|------------------------------|--------|----------|
| Interest expense paid        | \$ 8   | \$ 24    |
| Income and mining taxes paid | \$ 256 | \$ 5,239 |

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

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GOLD RESOURCE CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2016

(Unaudited)

1. Basis of Preparation of Financial Statements

**Basis of Presentation:** The unaudited interim condensed consolidated financial statements included herein are expressed in United States dollars and are prepared in conformance with United States generally accepted accounting principles (“U.S. GAAP”) and applicable rules of the U.S. Securities and Exchange Commission (“SEC”) regarding interim financial reporting. The unaudited interim condensed consolidated financial statements include the accounts of Gold Resource Corporation (the “Company”), its U.S. subsidiary GRC Nevada Inc. and its Mexican subsidiary Don David Gold Mexico S.A. de C.V. Significant intercompany accounts and transactions have been eliminated. Certain information and note disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been omitted pursuant to SEC rules and regulations, although the Company believes that the disclosures included herein are adequate to make the information presented not misleading. These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements and notes thereto contained in the Company’s Form 10-K for the year ended December 31, 2015. Unless otherwise noted, there have been no material changes to the footnotes from those accompanying the audited financial statements contained in the Company’s annual report on Form 10-K.

In management’s opinion, the unaudited condensed consolidated financial statements contained herein reflect all material normal and recurring adjustments that are necessary for the fair presentation of the Company’s financial position, results of operations, and cash flows on a basis consistent with that of its audited consolidated financial statements for the year ended December 31, 2015. However, the results of operations for the interim period ended March 31, 2016 may not be indicative of results of operations to be expected for the full fiscal year.

**Recently Issued Accounting Pronouncements: Accounting Standards Update 2016-09—Compensation—Stock compensation (Topic 718):** Improvements to employee share-based payment accounting. On March 30, 2016 the Financial Accounting Standards Board (“FASB”) issued guidance intended to improve the accounting for employee share-based payments. The standard affects all organizations that issue share-based payment awards to their employees and was part of the FASB’s Simplification Initiative. The objective of the Simplification Initiative is to identify, evaluate, and improve areas of U.S. GAAP for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The areas for simplification in this standard involve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. For public business entities, the amendments in this standard are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company is the process of evaluating the

impact of this standard on the financial statements and disclosures.

## 2. Fair Value Measurement

Fair value accounting establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

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Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following tables set forth certain of the Company's assets measured at fair value by level within the fair value hierarchy. As required by accounting guidance, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

|   | Fair Value as of March 31, 2016 |         |         |        | Balance Sheet Classification             |
|---|---------------------------------|---------|---------|--------|--|
|   | Level 1                         | Level 2 | Level 3 | Total  |  |
|   | (in thousands)                  |         |         |        |  |
| Receivables related to unsettled invoices | \$ -                            | \$ 907  | \$ -    | \$ 907 | Accounts receivable                      |
| Investments in equity securities          | \$ 620                          | \$ -    | \$ -    | \$ 620 | Prepaid expense and other current assets |

|   | Fair Value as of December 31, 2015 |         |         |        | Balance Sheet Classification             |
|---|------------------------------------|---------|---------|--------|--|
|   | Level 1                            | Level 2 | Level 3 | Total  |  |
|   | (in thousands)                     |         |         |        |  |
| Receivables related to unsettled invoices | \$ -                               | \$ 321  | \$ -    | \$ 321 | Accounts receivable                      |
| Investments in equity securities          | \$ 400                             | \$ -    | \$ -    | \$ 400 | Prepaid expense and other current assets |

Cash and cash equivalents consist primarily of money market funds and are valued at cost, which approximates fair value. The Company determined that it was not practicable to estimate the fair value of its non-current investment in equity securities of \$0.2 million and as such, is reported at cost.

Trade accounts receivable include amounts due to the Company for shipments of concentrates and doré sold to customers. Concentrate sales contracts provide for provisional pricing as specified in such contracts. These sales contain an embedded derivative related to the provisional pricing mechanism which is bifurcated and accounted for as a derivative. At the end of each reporting period, the Company records an adjustment to sales to reflect the mark-to-market of outstanding provisional invoices. Because these provisionally priced sales have not yet settled as of the reporting date, the mark-to-market adjustment related to these invoices is included in accounts receivable as of

each reporting date.

The Company's current investments consist of marketable equity securities which are valued using quoted market prices for each security, when available. Gains and losses related to changes in the fair value of these financial instruments were included in the Company's consolidated statements of income as shown in the following table:

|                        | Three months<br>ended March 31, |          | Statement of Income Classification |
|------------------------|---------------------------------|----------|------------------------------------|
|                        | 2016                            | 2015     |                                    |
|                        | (in thousands)                  |          |                                    |
| Derivative gain (loss) | \$ 685                          | \$ (15)  | Sales, net                         |
| Investment gain (loss) | \$ 364                          | \$ (719) | Other income (expense), net        |

### 3. Gold and Silver Bullion

The Company periodically purchases gold and silver bullion on the open market to use in its dividend exchange program under which shareholders may exchange their cash dividends for gold and silver bullion. The Company's investment in gold and silver bullion is carried at the lower of cost or market.



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During the three months ended March 31, 2016, the Company made no purchases of gold or silver bullion. The Company recorded a \$0.4 million increase in market value on its gold and silver bullion for the three months ended March 31, 2016 and nil for the three months ended March 31, 2015. At March 31, 2016 and December 31, 2015, the Company's holdings of bullion consisted of the following:

|                          | 2016   |          | 2015     |          |
|--------------------------|--|----------|----------|----------|
|                          | Gold   | Silver   | Gold     | Silver   |
|                          | (in thousands, except ounces and per ounce ) |          |          |          |
| Ounces                   | 1,623  | 91,416   | 1,623    | 91,522   |
| Carrying value per ounce | \$ 1,237                                     | \$ 15.38 | \$ 1,062 | \$ 13.82 |
| Total carrying value     | \$ 2,007                                     | \$ 1,406 | \$ 1,723 | \$ 1,265 |



## 4. Current Inventories

At March 31, 2016 and December 31, 2015, inventories consisted of the following:

|                               | 2016           | 2015     |
|-------------------------------|----------------|----------|
|                               | (in thousands) |          |
| Stockpiles - underground mine | \$ 455         | \$ 121   |
| Stockpiles - open pit mine    | 554            | 729      |
| Concentrates                  | 1,832          | 1,432    |
| Materials and supplies (1)    | 6,477          | 6,471    |
| Total                         | \$ 9,318       | \$ 8,753 |

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(1)Net of reserve for obsolescence of \$92.

## 5. Income Taxes

The Company recorded income tax expense of \$0.7 million for the three months ended March 31, 2016. During the three months ending March 31, 2015, the Company recorded income tax expense of \$4 million.

The Company has asserted permanent reinvestment of all Mexico undistributed earnings as of December 31, 2015. The impact of the planned annual dividends for 2016, net of foreign tax credits, is reflected in the estimated annual effective tax rate. The Company's annualized effective rate differs from the statutory rate primarily due to dividends from our Mexican subsidiary, unwinding US GAAP deferred tax assets, as well as differences in statutory rates for income and mining taxes in Mexico.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carry forward periods), projected future taxable income and tax-planning strategies in making this assessment. As of March 31, 2016, the Company believes it has sufficient positive evidence to conclude that realization of its federal and foreign deferred tax assets are more likely than not to be realized. The Company

continues to a carry valuation allowance against its state deferred tax assets, as they are more likely not to be realized.

As of March 31, 2016, the Company believes that it has no uncertain tax positions. If the Company were to determine there was an uncertain tax position, the Company would recognize the liability and related interest and penalties within income tax expense.

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The Company recently underwent a tax examination by the Mexican tax authorities that spanned back to 2011 and 2012 tax years. The tax examinations were closed with no material adjustments recorded.

## 6. Prepaid Expenses and Other Current Assets

At March 31, 2016 and December 31, 2015, prepaid expenses and other current assets consisted of the following:

|                                     | 2016           | 2015     |
|-------------------------------------|----------------|----------|
|                                     | (in thousands) |          |
| Advances to suppliers               | \$ 101         | \$ 89    |
| Other receivables                   | 96             | 86       |
| Prepaid insurance                   | 671            | 1,120    |
| Vendor deposits                     | 784            | 797      |
| Investment in equity securities (1) | 620            | 400      |
| Other current assets                | 162            | 116      |
| Total                               | \$ 2,434       | \$ 2,608 |

(1) Please see Note 2.

## 7. Property, Plant and Mine Development – net

At March 31, 2016 and December 31, 2015, property, plant and mine development consisted of the following:

|   | 2016           | 2015   |
|---|----------------|--------|
|   | (in thousands) |        |
| Asset retirement costs                        | \$ 659         | \$ 659 |
| Construction-in-progress                      | 4,333          | 3,916  |
| Furniture and office equipment                | 1,557          | 1,555  |
| Land and mineral rights                       | 230            | 230    |
| Light vehicles and other mobile equipment (1) | 2,247          | 1,887  |

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|  |           |           |
|--|-----------|-----------|
| Machinery and equipment (2)                              | 19,945    | 19,867    |
| Mill facilities and infrastructure                       | 8,919     | 8,920     |
| Mine development   | 33,580    | 31,079    |
| Software and licenses                                    | 1,559     | 1,193     |
| Subtotal (3)   | 73,029    | 69,306    |
| Accumulated depletion, depreciation and amortization (4) | (19,956)  | (17,669)  |
| Total  | \$ 53,073 | \$ 51,637 |

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- (1) Includes \$0.3 million of assets recorded under capital leases for the period ended March 31, 2016.
- (2) Includes \$3.1 million of assets recorded under capital leases for the periods ended March 31, 2016 and December 31, 2015.
- (3) Includes accrued capital expenditures of \$1.3 million and \$2.9 million for the periods ended March 31, 2016 and December 31, 2015, respectively.
- (4) Includes \$1.1 million and \$0.5 million for the periods ended March 31, 2016 and December 31, 2015, respectively, of accumulated depreciation associated with capitalized leased assets. Depreciation on the leased assets is recorded over their estimated useful lives.

The Company recorded depletion, depreciation and amortization expense of \$2.9 million and \$1.5 million for the three months ended March 31, 2016 and 2015, respectively.

Scheduled minimum capital lease repayments are \$0.6 million in 2016 and \$0.1 million in 2017.

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## 8. Other Non-Current Assets

At March 31, 2016 and December 31, 2015, other non-current assets consisted of the following:

|                          | 2016           | 2015   |
|--------------------------|----------------|--------|
|                          | (in thousands) |        |
| Deferred charge          | \$ 598         | \$ 620 |
| Other non-current assets | 339            | 365    |
| Total                    | \$ 937         | \$ 985 |

## 9. Accrued Expenses and Other Current Liabilities

At March 31, 2016 and December 31, 2015, accrued expenses and other current liabilities consisted of the following:

|                          | 2016           | 2015     |
|--------------------------|----------------|----------|
|                          | (in thousands) |          |
| Accrued insurance        | \$ 484         | \$ 909   |
| Accrued royalty payments | 1,199          | 1,152    |
| Other taxes payable      | 113            | 79       |
| Other accruals           | 283            | -        |
| Total                    | \$ 2,079       | \$ 2,140 |

## 10. Reclamation and Remediation

The Company's reclamation and remediation obligations relate to the Aguila Project. The following table presents the changes in reclamation and remediation obligations for the three months ended March 31, 2016 and the twelve months ended December 31, 2015:

|  | 2016           | 2015     |
|--|----------------|----------|
|  | (in thousands) |          |
| Reclamation liabilities – balance at beginning of period     | \$ 2,192       | \$ 2,545 |
| Changes in estimate  | -              | 17       |
| Foreign currency exchange gain                               | (24)           | (370)    |
| Reclamation liabilities – balance at end of period           | 2,168          | 2,192    |
| Asset retirement obligation – balance at beginning of period | 623            | 448      |
| Changes in estimate  | -              | 187      |
| Accretion expense  | 12             | 42       |
| Foreign currency exchange gain                               | (8)            | (54)     |
| Asset retirement obligation – balance at end of period       | 627            | 623      |
| Total period end balance                                     | \$ 2,795       | \$ 2,815 |

## 11. Shareholders' Equity

The Company declared and paid \$0.3 million of dividends during the three months ended March 31, 2016. During the three months ended March 31, 2015, the Company declared and paid dividends of \$1.6 million. Since July 2010, the Company has declared monthly cash dividends totaling \$2.04 per share of outstanding common stock to shareholders of record. On April 27, 2016, the Board of Directors declared a dividend on common stock totaling \$0.1 million payable in May 2016.

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12. Concentrate Sale Settlements

The Company records adjustments to sales of metals concentrate that result from final settlement of provisional invoices in the period that the final invoice settlement occurs. The Company also compares assays taken at the mine site on its concentrate shipments, upon which the Company's provisional invoices are based, to assays obtained from samples taken at the buyer's warehouse prior to final settlement, upon which the final invoices are in part based, to assess whether an adjustment to sales is required prior to final invoice settlement. These adjustments resulted in decreases to sales of \$0.6 million for the three months ended March 31, 2016, and a decrease to sales of \$0.3 million for the three months ended March 31, 2015.

In addition to the final settlement adjustments on provisional invoices, the Company records a sales adjustment to mark-to-market outstanding provisional invoices at the end of each reporting period. These adjustments resulted in an increase to sales of \$0.1 million for the three months March 31, 2016, and nil sales adjustments for the three months ended March 31, 2015.

Sales of metal concentrates are recorded net of smelter refining fees, treatment charges and penalties. Total charges for these items totaled \$2.9 million and \$2.7 million for the three months ended March 31, 2016 and 2015, respectively.

13. Stock Options

The Company has a non-qualified stock option and stock grant plan under which equity awards may be granted to key employees, directors and others (the "Plan"). The Plan is administered by the Board of Directors, which determines the terms pursuant to which any option is granted. The maximum amount of common stock subject to grant under the Plan is 10 million shares. As of March 31, 2016, there were 0.4 million shares available for future grant under the Plan.

A summary of activity under the Plan for the three months ended March 31, 2016 is presented below:



|  | Shares    | Weighted<br>Average Exercise<br>Price (per share) | Weighted Average<br>Remaining<br>Contractual Term<br>(in years) | Aggregate<br>Intrinsic<br>Value<br>(thousands) |
|--|-----------|---|---|--|
| Outstanding as of December 31, 2015            | 5,550,000 | \$ 7.75   | 5.10  | \$ -   |
| Granted  | 240,000   | 2.35  | -   | -  |
| Exercised                                      | -         | -   | -   | -  |
| Expired  | -         | -   | -   | -  |
| Forfeited                                      | -         | -   | -   | -  |
| Outstanding as of March 31, 2016               | 5,790,000 | \$ 7.53   | 5.90  | \$ -   |
| Vested and exercisable as of<br>March 31, 2016 | 4,591,666 | \$ 8.87   | 4.97  | \$ -   |

A total of 240,000 options were granted during the three months ended March 31, 2016, of which 100,000 options vested immediately and have an exercise term of 10 years. The remaining options vest over a three year period and have an exercise term of 10 years. The fair value of options granted during the period ended March 31, 2016 was \$1.15 per share. The total fair value of options vested during the period ended March 31, 2016 was \$0.8 million.

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The following table summarizes information about stock options outstanding at March 31, 2016:

| Range of Exercise Prices | Outstanding       |  | Exercisable                                 |                   |   |
|--------------------------|-------------------|--|---|-------------------|---|
|                          | Number of Options | Weighted Average Remaining Contractual Term (in years) | Weighted Average Exercise Price (per share) | Number of Options | Weighted Average Exercise Price (per share) |
| \$0.26 - \$3.39          | 1,500,000         | 9.53   | \$ 2.31                                     | 325,000           | \$ 2.32                                     |
| \$3.40 - \$3.95          | 1,900,000         | 2.45   | \$ 3.66                                     | 1,900,000         | \$ 3.66                                     |
| \$5.81 - \$14.36         | 1,150,000         | 6.27   | \$ 10.13                                    | 1,126,666         | \$ 10.19                                    |
| \$14.37 - \$17.09        | 240,000           | 6.76   | \$ 14.63                                    | 240,000           | \$ 14.63                                    |
| \$17.10 - \$20.51        | 1,000,000         | 6.38   | \$ 18.02                                    | 1,000,000         | \$ 18.02                                    |
|                          | 5,790,000         | 5.90   | \$ 7.53                                     | 4,591,666         | \$ 8.87                                     |

The fair value of stock option grants is amortized over the respective vesting period. Total stock-based compensation expense related to stock options has been allocated between production costs and general and administrative expense as follows:

|                                     | Three months ended March 31, |          |
|-------------------------------------|------------------------------|----------|
|                                     | 2016                         | 2015     |
|                                     | (in thousands)               |          |
| Production costs                    | \$ 102                       | \$ 348   |
| General and administrative expenses | 316                          | 718      |
| Total                               | \$ 418                       | \$ 1,066 |

The estimated unrecognized stock-based compensation expense from unvested options as of March 31, 2016 was \$0.6 million, and is expected to be recognized over the remaining vesting periods of up to three years. The assumptions used to determine the value of stock-based awards under the Black-Scholes-Merton method are summarized below:

Three months  
ended March 31,

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|                         | 2016    | 2015 |
|-------------------------|---------|------|
| Risk-free interest rate | 0.90 %  | -    |
| Dividend yield          | 0.02 %  | -    |
| Expected volatility     | 61.66 % | -    |
| Expected life in years  | 5.00    | -    |

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## 14. Other Income (Expense), Net

Other income (expense), net consisted of the following:

|   | Three months<br>ended March 31, |          |
|---|---------------------------------|----------|
|   | 2016                            | 2015     |
|   | (in thousands)                  |          |
| Unrealized currency exchange (loss) gain    | (88)                            | 545      |
| Realized currency exchange gain (loss)      | 142                             | (322)    |
| Gain on gold and silver bullion             | 426                             | -        |
| Unrealized gain (loss) from investments (1) | 364                             | (719)    |
| Interest income                             | 1                               | 132      |
| Interest expense                            | (18)                            | (26)     |
| Other expense                               | (121)                           | (114)    |
| Total                                       | \$ 706                          | \$ (504) |

(1) The unrealized gain (loss) due to changes in an equity investment include gains and losses that are non-cash in nature until such time that they are realized through cash transactions. For additional information regarding our fair value measurements and investments, please see Notes 2 and 6.

## 15. Net Income per Share

Basic earnings per share is calculated based on the weighted average number of common shares outstanding for the period. Diluted earnings per share is calculated based on the assumption that stock options outstanding, which have an exercise price less than the average market price of the Company's common shares during the period, have been exercised on the later of the beginning of the period or the date granted and that the funds obtained from the exercise were used to purchase common shares at the average market price during the period.

All stock options outstanding as of March 31, 2016 and March 31, 2015 were anti-dilutive and therefore excluded from the computation of diluted weighted average shares outstanding. The exercise price of those stock options exceeded the average market price of the Company's common shares of \$1.80 and \$3.35 for the periods ended March 31, 2016 and March 31, 2015, respectively.

Net income per share is as follows:

|   | Three months<br>ended March 31,                        |            |
|---|--|------------|
|   | 2016   | 2015       |
|   | (in thousands, except shares<br>and per share amounts) |            |
| Net income  | \$ 797   | \$ 5,053   |
| Basic weighted average shares of common stock outstanding | 54,266,706   | 54,179,369 |
| Dilutive effect of stock options                          | -  | -          |
| Diluted weighted average common shares outstanding        | 54,266,706   | 54,179,369 |
| Net income per:   |  |            |
| Basic and diluted share                                   | \$ 0.01  | \$ 0.09    |

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## 16. Supplementary Cash-Flow Information

Other operating adjustments and write-downs within the net cash provided by operations on the statement of cash flows consisted of the following:

|   | Three months<br>ended March 31, |        |
|---|---------------------------------|--------|
|   | 2016                            | 2015   |
|   | (in thousands)                  |        |
| Deferred charge (1)                       | \$ 22                           | \$ 88  |
| Gain on gold and silver coins and bullion | (426)                           | -      |
| Unrealized foreign currency exchange loss | 88                              | (545)  |
| Unrealized (gain) loss on investments     | (364)                           | 719    |
| Other                                     | 72                              | 24     |
| Total other operating adjustments         | \$ (608)                        | \$ 286 |

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(1)Please see Note 8.

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ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion summarizes the results of operations of Gold Resource Corporation and its subsidiaries ("we", "our", or "us") for the three months ended March 31, 2016 and compares those results to the three months ended March 31, 2015. It also analyzes our financial condition at March 31, 2016 and compares it to our financial condition at December 31, 2015. This discussion should be read in conjunction with the management's discussion and analysis and the audited financial statements and footnotes for the year ended December 31, 2015 contained in our annual report on Form 10-K for the year ended December 31, 2015.

The discussion also presents certain non-U.S. Generally Accepted Accounting Principles ("non-GAAP") financial measures that are important to management in its evaluation of our operating results and which are used by management to compare our performance with what we perceive to be peer group mining companies, and are relied on as part of management's decision-making process. Management believes these measures may also be important to investors in evaluating our performance. For a detailed description of each of the non-GAAP financial measures, please see the discussion below under Non-GAAP Measures.

See Forward-Looking Statements at the end of this Item 2 for important information regarding statements contained herein.

Overview

We are a mining company which pursues gold and silver projects that are expected to have both low operating costs and high returns on capital. We are presently focused on mineral production from the Aguila Project in Oaxaca, Mexico. Our processing facilities at the Aguila Project produce doré and base metal concentrates, primarily from ore mined from the Arista underground mine, which contains precious metals of gold and silver and base metals of copper, lead and zinc.

In our financial statements we currently report the sale of precious metals and base metals as revenue and we periodically review our revenue streams to ensure that this remains appropriate. We consider precious metals to be the primary driver of our economic decisions and believe that base metals are secondary products; consequently, for purposes of calculating the non-GAAP measure total cash cost, after by-product credits, per precious metal gold equivalent ounce sold (including royalties.) Please see Non-GAAP Measures below for additional information.

For the first quarter of 2016, our mill produced 6,463 gold ounces, 434,142 silver ounces, 244 copper tonnes, 838 lead tonnes and 3,261 zinc tonnes. During the same period, we sold 6,215 gold ounces and 378,794 silver ounces, or a total of 10,757 precious metal gold equivalent ounces at a gold to silver price ratio of 83:1, at a total cash cost per gold equivalent ounce of \$667. Precious metal gold equivalent is determined by taking gold ounces produced or sold, plus silver ounces produced or sold converted to precious metal gold equivalent ounces using the gold to silver average price ratio for the period. The gold and silver average prices used to determine the gold to silver average price ratio are the actual metal prices realized from sales of our gold and silver. Please see the section titled Non-GAAP Measures below for additional information concerning the cash cost per ounce measures.

For the three months ended March 31, 2016, we reported revenue of \$17.4 million, mine gross profit of \$3.5 million and net income of \$0.8 million.

## Exploration Activities

### Oaxaca Mining Unit

The Aguila Project: Our mine exploration activities during the first quarter of 2016 at the Aguila Project focused mainly on underground exploration drilling at the Switchback vein system which is an area of mineralization approximately 500 meters northeast of the Arista vein system. This program targets further exploration and delineation of the multiple high-grade parallel veins at Switchback for reserve definition and optimization of the initial mine plan. A second exploration ramp initiated from the 21 level of the Arista mine also advanced during the quarter to access



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previously delineated mineralized material at the Switchback deposit. In addition, our mine exploration activities during the first quarter included both infill and step-out holes testing the mineralized vein extensions at our producing Arista underground mine. During the quarter, underground drilling principally targeted the extensions of the Baja, Splay 66, Arista-Chuy and Santa Lucia veins, which are all currently in production in the Arista underground mine. Fifteen diamond drill holes totaling 4,415 meters were completed at the Aguila Project during the first quarter of 2016.

Alta Gracia property: Access agreements with the local Alta Gracia community were finalized and a mining permit was received from the Mexican authorities during the first quarter of 2016. We are awaiting the blasting permit before mining operations can commence. Should a decision be made to conduct mining operations at Alta Gracia, small scale underground mining, with delivery of mineralized material to our Aguila processing facility, could occur later in 2016.

Las Margaritas property: Geological mapping and geochemical sampling continued during the first quarter of 2016 on the new gold and silver mineralized zone called “Trenes” identified at Margaritas. An initial diamond drilling program for Trenes is being evaluated.

Nevada Mining Unit

Gold Mesa property: Exploration targets at Gold Mesa were evaluated for an initial drilling program which commenced in April 2016. The Bureau of Land Management has approved a permit granting the Company access to 30 drill sites on the Gold Mesa property. The initial exploration drill program will consist of approximately 2,000 meters of drilling, with a goal of extending previously known near surface gold mineralization through infill and step-out drill holes.

Results of Operations

The following table summarizes our results of operations:

|                |   |
|----------------|---|
| Operating Data | Three months<br>ended March 31,<br>2016            2015<br>(in thousands) |
|----------------|---|

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|                            |           |           |
|----------------------------|-----------|-----------|
| Sales, net                 | \$ 17,403 | \$ 28,372 |
| Mine gross profit          | 3,454     | 14,023    |
| Operating income           | 772       | 9,580     |
| Other income (expense)     | 706       | (504)     |
| Income before income taxes | 1,478     | 9,076     |
| Provision for income taxes | 681       | 4,023     |
| Net income                 | \$ 797    | \$ 5,053  |

Sales, net

Metal sales of \$17.4 million for the three months ended March 31, 2016 decreased by \$11.0 million, or 39%, when compared to the same period in 2015. This decrease was primarily due to lower gold and silver production, as well as lower realized metal prices for copper, zinc and particularly silver. For the three months ended March 31, 2016, average realized prices for metals decreased from the first quarter of 2015 as follows: silver by 14% to \$14.38 per ounce, copper by 25% to \$4,146 per tonne, and zinc by 14% to \$1,717 per tonne.

Please see the Production and Sales Statistics table below for additional information regarding our mineral sales statistics for the three months ended March 31, 2016 and 2015.

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## Production

For the three months ended March 31, 2016, mill production totaled 6,463 ounces of gold and 434,142 ounces of silver, a decrease of 23% and 45% respectively, over the same period in 2015. First quarter 2016 production saw lower head grades that were partially offset by a 23% increase in tonnes milled compared to the same period in 2015. In addition, significantly lower head grades were seen during the quarter from the processing of 16,697 tonnes, or approximately 15% of the throughput for the quarter, of low-grade stockpiled open pit ore mined in years past. The open pit stockpiles have primarily gold, negligible silver and no base metals of copper, lead and zinc which lower the overall grades for the quarter in all metals when processed. Gold and silver ore grades vary depending on the area of the deposit being mined and generally speaking, we expected grades to be lower than in the prior year when we mine in the deeper levels of the deposit. We remain on target with our 2016 annual production outlook of 26,000 gold ounces and 1.9 million silver ounces.

On a precious metal gold equivalent basis, our mill production totaled 11,669 ounces for the three months ended March 31, 2016. Please see the Production and Sales Statistics table below for additional information regarding our mineral production statistics.

We continue to focus on mining and development activities at the Arista underground mine. Our production rate and estimated average grades at Arista are a direct result of our mine development and the establishment of sufficient stopes and working faces while maintaining development consistent with the mine plan. The Aguila mill's flotation circuit processing capacity is a nominal 1,500 tonnes per day. Achieving this processing rate in the future is dependent upon our ability to develop the Arista underground mine to a point where ore extraction can consistently achieve an average rate of 1,500 tonnes per day assuming grade and dilution parameters are met. During the three months ended March 31, 2016, we processed 1,301 ore tonnes per calendar day, including low-grade open pit stockpiled ore, compared to 1,026 ore tonnes per calendar day for the same period in 2015.

The following table summarizes certain information about our mining operations:

## Production and Sales Statistics

|        | Three months<br>ended March 31, |      |
|--------|---------------------------------|------|
|        | 2016                            | 2015 |
| Milled |                                 |      |

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|   |         |         |
|---|---------|---------|
| Tonnes<br>Milled (1)  | 113,145 | 92,359  |
| Tonnes<br>Milled per<br>Day (2)   | 1,301   | 1,026   |
| Grade<br>Average<br>Gold Grade<br>(g/t)                                 | 1.99    | 3.13    |
| Average<br>Silver<br>Grade (g/t)  | 131     | 287     |
| Average<br>Copper<br>Grade (%)  | 0.29    | 0.42    |
| Average<br>Lead Grade<br>(%)  | 1.06    | 1.46    |
| Average<br>Zinc Grade<br>(%)  | 3.43    | 3.71    |
| Recoveries<br>Average<br>Gold<br>Recovery<br>(%)                        | 89      | 90      |
| Average<br>Silver<br>Recovery<br>(%)                                    | 91      | 93      |
| Average<br>Copper<br>Recovery<br>(%)                                    | 74      | 76      |
| Average<br>Lead<br>Recovery<br>(%)                                      | 70      | 75      |
| Average<br>Zinc<br>Recovery<br>(%)                                      | 84      | 81      |
| Mill<br>production<br>(before<br>payable<br>metal<br>deductions)<br>(3) |         |         |
| Gold (ozs.)   | 6,463   | 8,348   |
| Silver (ozs.)   | 434,142 | 790,300 |

|                    |       |       |
|--------------------|-------|-------|
| Copper<br>(tonnes) | 244   | 293   |
| Lead<br>(tonnes)   | 838   | 1,013 |
| Zinc<br>(tonnes)   | 3,261 | 2,762 |

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Statistics, continued

|   | Three months<br>ended March 31,<br>2016 | 2015    |
|---|---|---------|
| Payable<br>metal<br>sold                          |   |         |
| Gold<br>(ozs.)                                    | 6,215                                   | 8,678   |
| Silver<br>(ozs.)                                  | 378,794                                 | 727,315 |
| Copper<br>(tonnes)                                | 220                                     | 277     |
| Lead<br>(tonnes)                                  | 762                                     | 920     |
| Zinc<br>(tonnes)                                  | 2,599                                   | 2,205   |
| Average<br>metal<br>prices<br>realized<br>(4)     |   |         |
| Gold<br>(\$<br>per<br>oz.)                        | 1,199                                   | 1,203   |
| Silver<br>(\$<br>per<br>oz.)                      | 14.38                                   | 16.74   |
| Copper<br>(\$<br>per<br>tonne)                    | 4,146                                   | 5,532   |
| Lead<br>(\$<br>per<br>tonne)                      | 1,807                                   | 1,731   |
| Zinc<br>(\$<br>per<br>tonne)                      | 1,717                                   | 2,008   |
| Precious<br>metal<br>gold<br>equivalent<br>ounces |   |         |

|   |        |
|---|--------|
| produced<br>(mill<br>production)<br>(3)<br>Gold<br>Ounces 6,463                   | 8,348  |
| Gold<br>Equivalent<br>Ounces<br>from<br>Silver 5,206                              | 10,999 |
| Total<br>Precious<br>Metal<br>Gold<br>Equivalent<br>Ounces 11,669                 | 19,347 |
| Precious<br>metal<br>gold<br>equivalent<br>ounces<br>sold<br>Gold<br>Ounces 6,215 | 8,678  |
| Gold<br>Equivalent<br>Ounces<br>from<br>Silver 4,542                              | 10,122 |
| Total<br>Precious<br>Metal<br>Gold<br>Equivalent<br>Ounces 10,757                 | 18,800 |
| Total \$ 1,295  | \$ 818 |

cash  
cost  
(before  
by-product  
credits)  
per  
precious  
metal  
gold  
equivalent  
ounce  
sold  
(including  
royalties)

(5)  
 Total  
 cash  
 cost,  
 after  
 by-product  
 credits,  
 per  
 precious  
 metal  
 gold  
 equivalent  
 ounce  
 sold  
 (including  
 royalties)  
 (5) \$ 667            \$ 416

- (1) Includes 16,697 tonnes of low-grade stockpile open pit ore.
- (2) Based on actual days the mill operated during the year. Note that this includes 195 tonnes attributable to processing a portion of the low-grade stockpile open pit ore.
- (3) Mill production represents metal contained in concentrates produced at the mill, which is before payable metal deductions are levied by the buyer of our concentrates. Payable metal deduction quantities are defined in our contracts with the buyer of our concentrates and represent an estimate of metal contained in the concentrates produced at our mill which the buyer cannot recover through the smelting process. There are inherent limitations and differences in the sampling method and assaying of estimated metal contained in concentrates that are shipped, and those contained metal estimates are derived from sampling methods and assaying throughout the mill production process. The Company monitors these differences to ensure that precious metal mill production quantities are materially correct.
- (4) Average metal prices realized vary from the market metal prices due to final settlement adjustments from our provisional invoices when they are settled. Our average metal prices realized will therefore differ from the market average metal prices in most cases.
- (5) For a reconciliation of this non-GAAP measure to total mine cost of sales, which is the most comparable U.S. GAAP measure, please see Non-GAAP Measures.

Mine gross profit. For the three months ended March 31, 2016, mine gross profit and mine gross profit percent totaled \$3.5 million and 20% compared to \$14.0 million and 49% for the same period in 2015. The decrease in mine gross profit and mine gross profit percent during the 2016 period was primarily driven by lower sales volumes, lower realized metal prices and the increase in depreciation and amortization expense since we started capitalizing mine development during 2014.

General and administrative expenses. For the three months ended March 31, 2016, general and administrative expenses totaled \$2.2 million, compared to \$2.7 million for the same period of 2015. The decrease in general and administrative expenses for the three months ended March 31, 2016 compared to the same period in 2015 is primarily due to a decrease in stock based compensation expense and cost reduction measures, partially offset by increased IT support costs due to the implementation of a new Enterprise Resource Planning system.



Exploration expenses. For the three months ended March 31, 2016, property exploration expenses totaled \$0.5 million, compared to \$1.7 million for the same period of 2015. The decrease in property exploration expenses is a result of reduced exploration spending as a cost cutting measure. We continued exploration activities at both our Oaxaca and Nevada Mining Units in the first quarter of 2016, although at a reduced rate from the fourth quarter of 2015, as we continue efforts to control costs in the existing commodity price environment.

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Other income (expense), net. For the three months ended March 31, 2016, we recorded other income of \$0.7 million compared to other expense of \$0.5 million during the same period of 2015. The change in other income (expense) for the three months ended March 31, 2016 compared to the same period in 2015 was primarily due to foreign currency gains and an increase in the value of equity investments in the 2016 period.

Provision for income taxes. For the three months ended March 31, 2016, income tax expense decreased to \$0.7 million from \$4.0 million for the same period in 2015. See Note 5 to the Condensed Consolidated Financial Statements for additional information. The decrease in taxes is commensurate with our decrease in income period over period.

Non-GAAP Measures

Reconciliation of Non-GAAP Measures to Total Mine Cost of Sales

Throughout this report we have provided information prepared or calculated according to U.S. GAAP and have referenced some non-GAAP performance measures. Because the non-GAAP performance measures do not have any standardized meaning prescribed by U.S. GAAP, they may not be comparable to similar measures presented by other companies. Accordingly, these measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with U.S. GAAP.

In the table below, we have reconciled total cash cost, before by-product credits and total cash cost, after by-product credits to total mine cost of sales, which is a reported U.S. GAAP measure. Total cash cost, before by-product credits, includes all direct and indirect operating cash costs related to our production of precious metals which includes mining, milling and other plant facility costs, smelter treatment and refining charges, royalties, and general and administrative costs.

We use total cash cost, after by-product credits per precious metal gold equivalent ounce sold (including royalties) as one indicator for comparative monitoring of our mining operations from period-to-period and believe that investors also find this information helpful when evaluating our performance. By-product credits include revenues earned from all metals other than the primary precious metals sold. Management also uses this measurement for the comparative monitoring of performance of our mining operations period-to-period from a cash flow perspective. Total cash cost, after by-product credits, per precious gold equivalent ounce sold is a measure developed by the Gold Institute in an effort to provide a uniform standard for comparison purposes. However, there can be no assurance that our reporting of this non-GAAP measure is similar to that reported by other mining companies.

The following tables present a reconciliation between the non-GAAP measures of total cash cost, before by-product credits and total cash cost, after by-product credits to the U.S. GAAP measure of total mine cost of sales and depreciation, accretion, reclamation and stock-based compensation for our operations at the Aguila Project.

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## Total Cash Costs after By-Product Credits (Non-GAAP)

|   | Three months<br>ended March 31,<br>2016          2015<br>(in thousands, except<br>ounces sold and cost<br>per precious metal<br>gold equivalent ounce<br>sold) |           |
|---|--|-----------|
| Total cash cost (before by-product credits) (1)   | \$ 13,925  | \$ 15,385 |
| By-product credits (2)  | (6,752)  | (7,554)   |
| Total cash cost (after by-product credits)  | 7,173  | 7,831     |
| Divided by precious metal gold equivalent ounces sold (3)   | 10,757   | 18,800    |
| Total cash cost (before by-product credits) per precious metal gold equivalent ounce sold (including royalties) | 1,295  | 818       |
| By-product credits per precious metal gold equivalent ounces sold (2)   | (628)  | (402)     |
| Total cash costs, after by-product credits, per precious metal gold equivalent ounce sold (including royalties) | \$ 667   | \$ 416    |

- 
- (1) Includes all direct and indirect operating cash costs related to our production of metals including mining, milling and other plant facility costs, smelter treatment and refining charges, royalties, and site general and administrative costs.
- (2) Please see the tables below for a summary of our by-product revenue and by-product credit per precious metal equivalent ounces sold.
- (3) Gold ounces sold, plus gold equivalent ounces of silver ounces sold converted to gold ounces using our realized gold price per ounce to silver price per ounce ratio.

## Reconciliation to U.S. GAAP

The following table provides a reconciliation of total cash costs to total mine cost of sales (a U.S. GAAP measure) as presented in the condensed consolidated statements of income:

|   | Three months<br>ended March 31,<br>2016          2015<br>(in thousands) |          |
|---|---|----------|
| Total cash costs (after by-product credits) | \$ 7,173  | \$ 7,831 |
| Treatment and refining charges              | (2,931)   | (2,799)  |

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|                               |           |           |
|-------------------------------|-----------|-----------|
| By-product credits            | 6,752     | 7,554     |
| Depreciation and amortization | 2,806     | 1,392     |
| Accretion                     | 47        | 23        |
| Stock-based compensation      | 102       | 348       |
| Total mine cost of sales      | \$ 13,949 | \$ 14,349 |

The following tables summarizes our by-product revenue and by-product credit per precious metal gold equivalent ounce sold:

|                                     | Three months<br>ended March 31, |          |
|-------------------------------------|---------------------------------|----------|
|                                     | 2016                            | 2015     |
|                                     | (in thousands)                  |          |
| By-product credits by dollar value: |                                 |          |
| Copper sales                        | \$ 913                          | \$ 1,535 |
| Lead sales                          | 1,378                           | 1,592    |
| Zinc sales                          | 4,461                           | 4,427    |
| Total sales from by-products        | \$ 6,752                        | \$ 7,554 |

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|   | Three months<br>ended March 31, |        |
|---|---------------------------------|--------|
|   | 2016                            | 2015   |
|   | (in thousands)                  |        |
| By-product credits per precious metal gold equivalent ounce sold: |                                 |        |
| Copper sales  | \$ 85                           | \$ 82  |
| Lead sales  | 128                             | 85     |
| Zinc sales  | 415                             | 235    |
| Total by-product precious metal gold ounces sold                  | \$ 628                          | \$ 402 |

## Adjusted Cash Flow from Mine Site Operations

Adjusted cash flow from mine site operations is furnished to provide additional information and is a non-GAAP measure. This measure should not be considered in isolation nor as a substitute for measures of performance prepared in accordance with U.S. GAAP, as it does not include all adjustments necessary for such presentation. We believe that certain investors use this measure as a basis to assess mine performance. The following table provides a reconciliation of adjusted cash flow from mine site operations to mine gross profit (a U.S. GAAP measure):

|  | Three months<br>ended March 31, |           |
|--|---------------------------------|-----------|
|  | 2016                            | 2015      |
|  | (in thousands)                  |           |
| Mine gross profit                            | \$ 3,454                        | \$ 14,023 |
| Stock-based compensation                     | 102                             | 348       |
| Depreciation and amortization                | 2,806                           | 1,392     |
| Reclamation and remediation                  | 47                              | 23        |
| Adjusted cash flow from mine site operations | \$ 6,409                        | \$ 15,786 |

## Liquidity and Capital Resources

As of March 31, 2016, we had working capital of \$17.8 million, consisting of current assets of \$31.6 million and current liabilities of \$13.8 million. This represents a decrease of \$0.1 million from the working capital balance of \$17.7 million at December 31, 2015. Our working capital balance fluctuates as we use cash to fund our operations, financing and investing activities, including exploration, mine development, income taxes and our dividends.

For the three months ended March 31, 2016 and 2015, we declared dividends of \$0.3 million and \$1.6 million, respectively.

Cash and cash equivalents as of March 31, 2016 decreased to \$10.3 million from \$12.8 million as of December 31, 2015, a net decrease in cash of \$2.5 million.

Net cash provided by operating activities for the three months ended March 31, 2016 was \$3.7 million compared to \$0.9 million during the same period in 2015, an increase of \$2.8 million. The increase is primarily due the reduction in receivables for the three months ended March 31, 2016, compared to the same period in 2015.

Net cash used in investing activities for the three months ended March 31, 2016 was \$5.5 million compared to \$4.9 million during the same period in 2015. Cash used in investing activities during the three months ended March 31, 2016 was primarily used for mine development at our Aguila Project. Our planned development drilling expenditures are discretionary and could be significantly more or less depending on variables including available capital and the ongoing results from the drilling programs and market conditions. Development drilling to further delineate and define our Arista deposit are considered mine development.

Net cash used in financing activities for the three months ended March 31, 2016 was \$0.7 million compared to \$2.0 million during the same period in 2015. The reduction in cash used in financing activities during the three months ended March 31, 2016 was primarily the result of reduced dividends.

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We believe that our liquidity and capital resources are adequate to fund our operations and corporate activities for the foreseeable future.

### Critical Accounting Estimates

There have been no changes in our critical accounting estimates since December 31, 2015.

### Forward-Looking Statements

This report contains or incorporates by reference “forward-looking statements,” as that term is used in federal securities laws, about our financial condition, results of operations and business. These statements include, among others:

- statements about our future exploration drilling and plans for development of our properties;
- statements concerning the benefits that we expect will result from our business activities and certain transactions that we contemplate or have completed, such as receipt of proceeds, decreased expenses and avoided expenses and expenditures; and
- statements of our expectations, beliefs, future plans and strategies, our targets, exploration activities, anticipated developments and other matters that are not historical facts.

These statements may be made expressly in this document or may be incorporated by reference from other documents that we will file with the SEC. You can find many of these statements by looking for words such as “believes,” “expects,” “targets,” “anticipates,” “estimates,” or similar expressions used in this report or incorporated by reference in this report.

These forward-looking statements are subject to numerous assumptions, risks and uncertainties that may cause our actual results to be materially different from any future results expressed or implied in those statements. Because the statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied. We caution you not to put undue reliance on these statements, which speak only as of the date of this report. Further, the information contained in this document or incorporated herein by reference is a statement of our present intention and is based on present facts and assumptions, which may change at any time and without notice, based on changes in such facts or assumptions.

### Risk Factors Impacting Forward-Looking Statements



The important factors that could prevent us from achieving our stated goals and objectives include, but are not limited to, those set forth in other reports we have filed with the SEC, including our Form 10-K for the year ended December 31, 2015 and the following:

- Changes in the worldwide price for gold and/or silver;
- Volatility in the equities markets;
- Disappointing results from our exploration or production efforts;
  - Producing at rates lower than those targeted;
- Political and regulatory risks;
- Weather conditions, including unusually heavy rains;
- Earthquakes or other unforeseen ground movements impacting mining or processing;
- Failure to meet our revenue or profit goals or operating budget;
- Decline in demand for our common stock;
- Downward revisions in securities analysts' estimates or changes in general market conditions;
- Technological innovations by competitors or in competing technologies;
- Investor perception of our industry or our prospects;

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- Lawsuits;
- Actions by government central banks; and
- General economic trends.

We undertake no responsibility or obligation to update publicly these forward-looking statements, but may do so in the future in written or oral statements. Investors should take note of any future statements made by or on our behalf.

ITEM 3: Quantitative and Qualitative Disclosures about Market Risk

Our exposure to market risks includes, but is not limited to, the following risks: changes in commodity prices, foreign currency exchange rates, provisional sales contract risks, changes in interest rates, equity price risks and country risk. We do not use derivative financial instruments as part of an overall strategy to manage market risk; however, we may consider such arrangements in the future as we evaluate our business and financial strategy.

Commodity Price Risk

The results of our operations depend in large part upon the market prices of gold and silver. Gold and silver prices fluctuate widely and are affected by numerous factors beyond our control. The level of interest rates, the rate of inflation, the world supply of and demand for gold and silver and the stability of exchange rates, among other factors, can all cause significant fluctuations in commodity prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of gold and silver has fluctuated widely in recent years, and future price declines could cause a mineral project to become uneconomic, thereby having a material adverse effect on our business and financial condition. We have not entered into derivative contracts to protect the selling price for gold or silver. We may in the future more actively manage our exposure through derivative contracts or other commodity price risk management programs, although we have no intention of doing so in the near-term.

In addition to adversely affecting our reserve estimates, results of operations and/or our financial condition, declining gold and silver prices could require a reassessment of the feasibility of a project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause delays in the implementation of a project.

Foreign Currency Risk

Fluctuations in currency rates, particularly the relative strength of the United States dollar (“USD”), affect our results of operations and cash flows. The USD is our functional currency. The foreign currency that primarily impacts our

results of operations is the Mexican peso. Such fluctuations may give rise to foreign currency exposure, which may affect future financial results.

We have not utilized market-risk sensitive instruments to manage our exposure to foreign currency exchange rates but may in the future actively manage our exposure to foreign currency exchange rate risk.

#### Provisional Sales Contract Risk

We enter into concentrate sales contracts with a third-party smelter. The contracts, in general, provide for a provisional payment based upon provisional assays and quoted metal prices. The provisionally priced sales contracts contain an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of concentrates determined at the average forward prices at the time of sale. The embedded derivative, which is the final settlement based on a future price, does not qualify for hedge accounting and is marked-to-market through operations each period prior to final settlement.

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The following table summarizes the quantities of metals committed under forward sales contracts at March 31, 2016:

|                | Gold<br>(ounces) | Silver<br>(ounces) | Copper<br>(tonnes) | Lead<br>(tonnes) | Zinc<br>(tonnes) |
|----------------|------------------|--------------------|--------------------|------------------|------------------|
| Under contract | 1,962            | 235,232            | 139,577            | 529,737          | 1,737,974        |
| Average price  | \$ 1,233         | \$ 15.36           | \$ 4,832           | \$ 1,800         | \$ 1,781         |

## Interest Rate Risk

Our outstanding debt consists of leased equipment classified as capital leases. Accordingly, we consider our interest rate risk exposure to be insignificant at this time.

## Equity Price Risk

We have in the past sought and may, in the future seek to acquire additional funding by sale of common stock and other equity. The price of our common stock has been volatile in the past and may also be volatile in the future. As a result, there is a risk that we may not be able to sell our common stock at an acceptable price should the need for new equity funding arise.

## Country Risk

Most of our mineral properties are located in Mexico. In the past, that country has been subject to political instability, increasing crime, changes and uncertainties which may cause changes to existing government regulations affecting mineral exploration and mining activities including taxes. Civil or political unrest or criminal activities could disrupt our operations at any time. Our exploration and mining activities may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that could increase the costs related to our activities or maintaining our properties. Additionally, Mexico's status as a developing country may make it more difficult for us to obtain required financing for our properties.

## ITEM 4: Controls and Procedures

During the fiscal period covered by this report, the Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the required time periods and are designed to ensure that information required to be disclosed in its reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Effective January 1, 2016, the Company transitioned to a new Enterprise Resource Planning system. The Company has taken the necessary steps to monitor and maintain appropriate internal controls over financial reporting, as it pertains to the general information technology control environment.

There were no other changes in the Company's internal control over financial reporting that occurred during the quarter ended March 31, 2016 that has materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

ITEM 2: Unregistered Sales of Equity Securities and Use of Proceeds

(c) Issuer Purchases of Equity Securities

In September 2011, our Board of Directors authorized a share repurchase of up to \$20.0 million with no pre-established end date. During the three months ended March 31, 2016 we did not repurchase any shares of our common stock on the open market.

ITEM 6: Exhibits

The following exhibits are filed or furnished herewith:

| Exhibit<br>Number | Descriptions  |
|-------------------|---|
| 31.1              | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Jason D. Reid.  |
| 31.2              | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for John A. Labate.   |
| 32*               | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Jason D. Reid and John A. Labate.   |
| 101               | Financial statements from the Quarterly Report on Form 10-Q of Gold Resource Corporation for the three months ended March 31, 2016, formatted in XBRL: (i) the Unaudited Condensed Consolidated Balance Sheets, (ii) the Unaudited Condensed Consolidated Statements of Income, (iii) the Unaudited Condensed Consolidated Statements of Cash Flows, and (iv) the Notes to the Unaudited Condensed Consolidated Financial Statements. |

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\*This document is not being “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Registration Statements or other documents filed with the SEC shall not incorporate this exhibit by reference, except as otherwise expressly stated in such filing.



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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the Company has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

GOLD RESOURCE CORPORATION

Dated: May 4, 2016      /s/ Jason D. Reid  
By: Jason D. Reid,  
Chief Executive Officer and President

Dated: May 4, 2016      /s/ John A. Labate  
By: John A. Labate,  
Chief Financial Officer



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