



UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014

Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of Harte Gold Corp. (the "Company" or "Harte Gold") for the three and nine months ended September 30, 2014 have been prepared by management, reviewed by the Audit Committee and approved by the Board of Directors of the Company.

In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that the accompanying unaudited interim consolidated financial statements have not been reviewed by an auditor.

November 7, 2014

"Stephen G. Roman"

Stephen G. Roman
Chairman, President and CEO

"Rein A. Lehari"

Rein A. Lehari
Chief Financial Officer

Harte Gold Corp.
(An Exploration Stage Company)
Condensed Statement of Financial Position as at

(unaudited)

Canadian dollars	September 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents (note 4)	\$ 2,009,655	\$ 824,189
Receivables (note 5)	164,743	96,292
Prepays	12,300	7,280
	2,186,698	927,761
Restricted Cash (note 4)	351,119	351,119
Property and Equipment (note 6)	49,274	58,385
Exploration and Evaluation Expenditures (note 7)	22,618,553	20,959,732
	\$ 25,205,644	\$ 22,296,997
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (note 8)	\$ 114,073	\$ 417,498
Contingency provisions (note 17)	103,817	105,485
Flow-through share premium (note 9)	56,673	234,278
	274,563	757,261
Long Term Liabilities		
Deferred Tax Liability	539,152	539,152
Total Liabilities	\$ 813,715	\$ 1,296,413
Shareholders' Equity		
Capital stock and warrants (notes 10 & 12)	34,237,842	31,050,989
Other reserves (note 13)	4,214,204	3,449,283
Deficit	(14,060,117)	(13,499,688)
	24,391,929	21,000,584
	\$ 25,205,644	\$ 22,296,997

The accompanying notes are an integral part of these financial statements

Harte Gold Corp.
 (An Exploration Stage Company)
Condensed Statements of Operations and Comprehensive Loss and Deficit
For the Three and Nine Months Ended
(unaudited)

Canadian dollars	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenue				
Interest Income and other income	\$ 2,044	\$ -	\$ 3,698	\$ 5,192
Expenses				
Management and consulting fees (note 15)	60,000	60,000	180,000	180,000
Promotion and travel	1,452	2,071	5,059	4,605
Office and general	32,515	35,601	94,917	90,307
Professional fees	10,030	13,575	35,079	47,062
Stock-based compensation (note 13)	118,936	-	387,584	-
Shareholders' information	19,135	21,426	95,619	82,886
Amortization	49	70	147	210
Part XII.6 interest and penalties	-	-	-	172
Flow-through share premium (note 9)	-	-	(234,278)	(370,771)
	242,117	132,743	564,127	34,471
Net Income (Loss) and Comprehensive Loss	(240,073)	(132,743)	(560,429)	(29,279)
Net income per share - basic and fully diluted	\$ (0.001)	\$ (0.001)	\$ (0.003)	\$ (0.000)
Weighted average number of shares outstanding				
Basic and fully diluted	232,698,295	199,064,901	222,027,680	193,175,210

The accompanying notes are an integral part of these financial statements

Harte Gold Corp.
(An Exploration Stage Company)
Condensed Statements of Cash Flow for the Three and Nine Months Ended
(unaudited)

Canadian dollars	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Cash provided by (used in):				
Operations				
Net Income (loss)	\$ (240,073)	\$ (132,743)	\$ (560,429)	\$ (29,279)
Adjustments to reconcile net loss to cash flow from operating activities:				
Amortization	49	70	147	210
Stock-based compensation	118,936	-	387,584	-
Flow-through share premium	-	-	(234,278)	(370,771)
Interest income	(2,044)	-	(3,698)	(5,192)
	(123,132)	(132,673)	(410,674)	(405,032)
Net changes in non-cash working capital items:				
Prepays	(2,300)	6,368	(5,020)	(1,933)
Subscription receivables	20,000	-	-	15,000
Receivables	(120,596)	(53,725)	(68,451)	61,388
Contingency provisions (note 17)	-	(211,838)	(1,668)	(323,608)
Accounts payable and accrued liabilities	(154,426)	(86,997)	(303,425)	(20,169)
	(380,454)	(478,865)	(789,238)	(674,354)
Financing				
Cost of share issuances	(87,787)	(79,844)	(149,821)	(81,589)
Issuance of units	1,675,126	1,292,080	3,205,126	1,292,080
Warrants exercised	180,733	-	343,020	-
	1,768,072	1,212,236	3,398,325	1,210,491
Investing				
¹ Interest income	2,044	-	3,698	5,192
Additions to exploration and evaluation expenditures	(895,262)	(652,620)	(1,427,319)	(2,181,577)
	(893,218)	(652,620)	(1,423,621)	(2,176,385)
Net increase in cash and cash equivalents	494,400	80,751	1,185,466	(1,640,248)
Cash and cash equivalents, beginning of period	1,515,255	866,540	824,189	2,587,839
Cash and cash equivalents, end of period (note 4)	\$ 2,009,655	\$ 947,291	\$ 2,009,655	\$ 947,591

¹ The Company presents cash interest income in investing activities.

The accompanying notes are an integral part of these financial statements

Harte Gold Corp.
(An Exploration Stage Company)
Condensed Statement of Changes in Shareholders' Equity
(unaudited)

Canadian dollars	Common Shares (Note 10)		Warrants (Note 12)		Subtotal	Other Reserves (Note 13)	Deficit	Total Shareholders' Equity
	#	\$	#	\$				
December 31, 2012	190,181,554	29,375,015	12,131,121	237,639	29,612,654	3,327,596	(12,728,217)	20,212,033
Private placements (notes 9, 10 and 12)	13,901,000	1,141,500	9,401,000	150,580	1,292,080			1,292,080
Flow-through premium (note 9)		(161,000)			(161,000)			(161,000)
Share issuance costs		(95,236)	532,000	13,647	(81,589)			(81,589)
Warrants expired (note 12)			(3,090,510)	(81,966)	(81,966)	81,966		-
Stock options granted (note 11)					-	29,791		29,791
Net earnings for the period					-		(29,279)	(29,279)
September 30, 2013	204,082,554	30,260,279	18,973,611	319,900	30,580,179	3,439,353	(12,757,496)	21,262,036
Issued as a result of:								
Private placements (notes 9, 10 and 12)	8,855,692	514,652	5,377,846	78,968	593,620			593,620
Flow-through premium (note 9)		(73,278)			(73,278)			(73,278)
Share issuance costs		(61,366)	435,238	11,834	(49,532)			(49,532)
Stock options granted (note 11)						9,930		9,930
Net loss for the period							(742,192)	(742,192)
December 31, 2013	212,938,246	30,640,287	24,786,695	410,702	31,050,989	3,449,283	(13,499,688)	21,000,584
Issued as a result of:								
Private placements (notes 9, 10 and 12)	20,039,821	2,613,094	15,403,076	592,032	3,205,126			3,205,126
Flow-through premium (note 9)		(56,673)			(56,673)			(56,673)
Share issuance costs		(222,652)	761,062	72,831	(149,821)			(149,821)
Warrants exercised (note 12)	2,487,800	388,699	(2,487,800)	(45,679)	343,020			343,020
Warrants expired (note 12)			(9,012,411)	(154,799)	(154,799)	154,799		-
Stock options granted (note 11)						610,122		610,122
Net loss for the period							(560,429)	(560,429)
September 30, 2014	235,465,867	33,362,755	29,450,622	875,087	34,237,842	4,214,204	(14,060,117)	24,391,929

Harte Gold Corp.
(An Exploration Stage Company)
Notes to the Condensed Financial Statements
For the Nine Months Ended September 30, 2014
(unaudited)

1. CORPORATE INFORMATION

Harte Gold Corp. (The "Company" or "Harte Gold") The Company was incorporated in Ontario on January 22, 1982 and is a reporting issuer in the Provinces of Ontario, Alberta and British Columbia. The common shares of the Company trade on the Toronto Stock Exchange under the symbol "HRT" and on the Frankfurt Stock Exchange under the symbol "H4O". The head office and principal address of the Company is 8 King Street East, Suite 1700, Toronto, Ontario, M5C 1B5

The Company is engaged in the acquisition, exploration and development of mineral resource properties with a focus on gold properties located in the Province of Ontario, Canada, and currently owns interests in two advanced exploration projects: the Sugar Zone Property, 60 km east of the Hemlo area gold mines, located on the north shore of Lake Superior and the Stoughton-Abitibi Property (formerly Stoughton-Porcupine), 110 km east of Timmins and 50 km north east of Kirkland Lake. Harte Gold is planning to complete an Advanced Exploration and Bulk Sample program on its Sugar Zone Property over the next two years and this will determine the recoverability and economics of its resource, and may result in the reclassification of these resources as reserves. On the basis of information to date, the Company has not yet identified a mineral resource on its Stoughton-Abitibi Property.

2. BASIS OF PRESENTATION

(a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. Accordingly, certain information and disclosure normally included in annual financial statements prepared in accordance with IFRS have been omitted or condensed. These condensed interim financial statements should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2013, which were prepared in accordance with IFRS as issued by the IASB.

The management of Harte Gold prepared these unaudited condensed interim financial statements, which were then reviewed by the Audit Committee and the Board of Directors. The unaudited condensed interim financial statements were authorized for issue by the Board of Directors on November 7, 2014.

(b) Continuation of Operations

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of interests in mineral properties and the Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, unregistered claims, aboriginal claims and noncompliance with regulatory and environmental requirements.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the Company's financial statements for the year ended December 31, 2013.

Harte Gold Corp.
(An Exploration Stage Company)
Notes to the Condensed Financial Statements
For the Nine Months Ended September 30, 2014
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4. CASH AND CASH EQUIVALENTS

Assets	September 30, 2014	December 31, 2013
Cash	\$ 120,842	\$ 424,074
Liquid short term investment	1,888,813	400,115
Total cash and cash equivalents	\$ 2,009,655	\$ 824,189

Restricted cash of \$351,119 at September 30, 2014 (December 31, 2013 - \$351,119) is cash held by the Ontario Ministry of Northern Development and Mines ("MNDM") as assurance that the Company will complete its obligations under the proposed Closure Plan in respect of the Advanced Exploration and Bulk Sample program. In December 2012, the Company applied for Closure Plan approval and had submitted the cash assurance amount along with its application. The Closure Plan was approved in early February 2013 and the cash will be held in trust by the MNDM until all remediation and closure procedures under the Closure Plan have been completed.

5. RECEIVABLES

	September 30, 2014	December 31, 2013
GST/HST receivable	\$ 164,672	\$ 96,292
Other	71	-
	\$ 164,743	\$ 96,292

6. PROPERTY AND EQUIPMENT

	Office Equipment ⁽¹⁾			Site Vehicles ⁽¹⁾			TOTAL NBV
	Cost	Amortization	NBV	Cost	Amortization	NBV	
December 31, 2012	10,527	3,828	6,699	107,665	40,547	67,118	73,817
Additions	-	2,008	(2,008)	-	13,424	(13,424)	(15,432)
December 31, 2013	\$ 10,527	\$ 5,836	\$ 4,691	\$ 107,665	\$ 53,971	\$ 53,694	\$ 58,385
Additions	-	1,007	(1,007)	-	8,104	(8,104)	(9,111)
September 30, 2014	\$ 10,527	\$ 6,843	\$ 3,684	\$ 107,665	\$ 62,075	\$ 45,590	\$ 49,274

¹⁾ Amortization on these site vehicles is capitalized to exploration and evaluation assets.

7. EXPLORATION AND EVALUATION ASSETS

Sugar Zone Property, Hemlo Gold Area

The Sugar Zone Property consists of 414 contiguous claims (comprising 1,844 contiguous claim units) within the Sault Ste. Marie Mining Division located in Ontario, approximately 60 km east of the Hemlo area gold mines, 25 km northeast of White River off the Trans-Canada Highway (#17). The Company owns 100% interest in these claims. Of these, 288 claims are subject to a 3.5% net smelter royalty ("NSR") in favour of the original vendors of the property, which can be reduced to 2% through the payment of \$1.5 million. Additionally, 3 claims are subject to a 3% NSR that can be reduced to 1.5% upon payment of \$1.5 million.

Harte Gold Corp.
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(unaudited)

7. EXPLORATION AND EVALUATION ASSETS cont'd

The following costs have been capitalized to exploration and evaluation assets in respect of the Sugar Zone Property.

	September 30, 2014	December 31, 2013
Opening Balance	\$ 20,959,732	\$ 18,053,084
Expenditures incurred during the period		
Acquisition costs	76,063	55,978
Drilling - General	442,047	775,788
Assays	57,332	51,202
Camp costs	108,175	73,828
Direct management/employees	425,026	335,143
Site access	28,419	969,992
Consultants	279,665	554,257
Stock-based compensation	222,538	39,721
Amortization of vehicles	8,964	15,152
Other costs	10,592	35,587
Total for this period	1,658,821	2,906,648
Closing Balance	\$ 22,618,553	\$ 20,959,732

Stoughton-Abitibi Property, Timmins Porcupine Gold Area

The Stoughton-Abitibi Property (formerly known as Stoughton-Porcupine property), is located along the Destor-Porcupine Fault, 110 km east of the Timmins, 50 km northeast of Kirkland Lake, Ontario and 10 km due east of the Holloway-Holt gold mine and mill and consists of a 90% interest in 9 claims and a 100% interest in 25 claims in the Larder Lake Mining Division of Ontario.

In 2009, the Company concluded that it should prioritize the Sugar Zone Property and recorded an impairment provision of \$2,756,133 against the Stoughton-Abitibi Property. A small exploration program was conducted in 2013, but this led to no changes in the known mineralization on the property. Harte Gold has concluded that it will continue to focus all its efforts on the Sugar Zone Property and accordingly, a further impairment provision of \$66,842 was recorded in respect of the exploration expenditures incurred on the Stoughton-Abitibi Property during 2013.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2014	December 31, 2013
Accounts Payable	\$ 91,573	\$ 386,815
Accrued Liabilities		
Audit	22,500	30,000
Other	-	683
Total accounts payable and accrued liabilities	\$ 114,073	\$ 417,498

Harte Gold Corp.
 (An Exploration Stage Company)
Notes to the Condensed Financial Statements
For the Nine Months Ended September 30, 2014
 (unaudited)

9. FLOW-THROUGH LIABILITIES

Flow-through liabilities include the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through issues.

Balance on December 31, 2012	\$ 370,771
Settlement of liability through renouncement in Q1 2013	(370,771)
Liability incurred on flow-through shares issued	
July 17, 2013	130,000
July 31, 2013	5,500
August 23, 2013	13,500
September 16, 2013	12,000
October 11, 2013	27,000
December 18, 23 and 31, 2013	46,278
Balance on December 31, 2013	\$ 234,278
Settlement of liability through renouncement in Q1 2014	(234,278)
Liability incurred on flow-through shares issued	
August 19, 2014	56,673
Balance on September 30, 2014	\$ 56,673

In the first quarter of 2014, flow-through expenditures related to various 2013 flow-through shares issued were renounced, thus settling the liability that had been carried forward on the statement of financial position. Similarly, flow-through expenditures related to the various 2012 flow-through share issues were renounced in early 2013.

On July 17, 2013, the Company closed an initial tranche of a non-brokered private placement financing of 6,500,000 flow-through units at \$0.10 per unit for gross proceeds of \$650,000. Each flow-through unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$130,000 was recorded on this financing. As of September 30, 2014, all funds had been spent.

On July 31, 2013, the Company closed a second tranche of a non-brokered private placement financing of 550,000 flow-through units at \$0.10 per unit for gross proceeds of \$55,000. Each flow-through unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$5,500 was recorded on this financing. As of September 30, 2014, all funds had been spent.

On August 23, 2013, the Company closed the final tranche of a non-brokered private placement financing of 1,350,000 flow-through units at \$0.10 per unit for gross proceeds of \$135,000. Each flow-through unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$13,500 was recorded on this financing. As of September 30, 2014, all funds had been spent.

On September 16, 2013, the Company closed an initial tranche of a non-brokered private placement financing of 600,000 flow-through units at \$0.10 per unit for gross proceeds of \$60,000. Each flow-through unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$12,000 was recorded on this financing. As of September 30, 2014, all funds had been spent.

Harte Gold Corp.
(An Exploration Stage Company)
Notes to the Condensed Financial Statements
For the Nine Months Ended September 30, 2014
(unaudited)

9. FLOW-THROUGH LIABILITIES cont'd

On October 11, 2013, the Company closed a second tranche of a non-brokered private placement financing of 900,000 flow-through units at \$0.10 per unit for gross proceeds of \$90,000. Each flow-through unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$27,000 was recorded on this financing. As of September 30, 2014, all funds had been spent.

On December 18, 2013, the Company completed an initial closing of a non-brokered private placement financing of 3,825,692 flow-through units at a price of \$0.065 per unit for gross proceeds of \$248,670. Each Unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$19,128 was recorded on this financing. As of September 30, 2014, all funds had been spent.

On December 23, 2013, the Company completed a second closing of a non-brokered private placement financing of 1,600,000 flow-through units at a price of \$0.065 per unit for gross proceeds of \$104,000. Each Unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$24,000 was recorded on this financing. As of September 30, 2014, all funds had been spent.

On December 31, 2013, the Company completed a third closing of a non-brokered private placement financing of 630,000 flow-through units at a price of \$0.065 per unit for gross proceeds of \$40,950. Each Unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing. A flow-through share premium of \$3,150 was recorded on this financing. As of September 30, 2014, all funds had been spent.

On June 23, 2014, the Company completed a non-brokered private placement financing of 4,000,000 flow-through units at a price of \$0.15 per unit for gross proceeds of \$600,000. Each Unit consists of one flow-through common share and one common share purchase warrant. Each full warrant is exercisable at \$0.20 per common share for a period of 18 months from closing, subject to an acceleration clause on 30 days notice should the Company's common shares trade at \$0.30 or higher for a period of 10 consecutive trading days. No flow-through share premium was recorded on this financing. As of September 30, 2014, all funds had been spent.

On August 19, 2014, the Company completed a non-brokered private placement financing of 2,833,668 flow-through shares at a price of \$0.30 per share for gross proceeds of \$850,100. As of September 30, 2014, \$41,278 had been spent.

Harte Gold Corp.
 (An Exploration Stage Company)
Notes to the Condensed Financial Statements
For the Nine Months Ended September 30, 2014
 (unaudited)

10. CAPITAL STOCK

The Company is authorized to issue an unlimited number of common shares without par value.

Number of shares issued and outstanding.

The issued and outstanding common shares are as follows:

	September 30, 2014	December 31, 2013
Balance beginning of period	212,938,246	190,181,554
Private placement of units	13,206,153	6,801,000
Private placement of flow-through units (note 9)	6,833,668	15,955,692
Warrants exercise	2,487,800	-
Balance end of period	235,465,867	212,938,246

On July 17, 2013, the Company closed an initial tranche of a non-brokered private placement financing of 125,000 units at \$0.08 per unit for gross proceeds of \$10,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

On July 31, 2013, the Company closed a second tranche of a non-brokered private placement financing of 1,985,000 units at \$0.08 per unit for gross proceeds of \$158,800. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

On August 23, 2013, the Company closed the final tranche of a non-brokered private placement financing of 2,791,000 units at \$0.08 per unit for gross proceeds of \$223,280. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

On October 11, 2013, the Company closed a non-brokered private placement financing of 500,000 units at \$0.08 per unit for gross proceeds of \$40,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

On December 18, 2013, the Company closed an initial tranche of a non-brokered private placement financing of 300,000 units at \$0.05 per unit for gross proceeds of \$15,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

On December 23, 2013, the Company closed a second tranche of a non-brokered private placement financing of 1,000,000 units at \$0.05 per unit for gross proceeds of \$50,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

On December 31, 2013, the Company closed a third tranche of a non-brokered private placement financing of 100,000 units at \$0.05 per unit for gross proceeds of \$5,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

On January 24, 2014, Harte Gold completed its final tranche of a non-brokered private placement financing of 3,600,000 units at \$0.05 per unit for gross proceeds of \$180,000. Each unit consists of one common share and one common share purchase warrant. Each full warrant is exercisable at \$0.15 per common share for a period of 24 months from closing.

Harte Gold Corp.
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Notes to the Condensed Financial Statements
For the Nine Months Ended September 30, 2014
(unaudited)

10. CAPITAL STOCK cont'd

On June 23, 2014, Harte Gold completed a non-brokered private placement financing of 6,000,000 units at a price of \$0.125 per unit for gross proceeds of \$750,000. Each unit consists of one common share and one common share purchase warrant. Each full warrant is exercisable at \$0.20 per common share for a period of 18 months from closing, subject to an acceleration clause on 30 days notice should the Company's common shares trade at \$0.30 or higher for a period of 10 consecutive trading days.

On July 22, 2014, the Company completed a non-brokered private placement financing of 2,666,667 units at a price of \$0.225 per unit for gross proceeds of \$600,000. Each unit consists of one common share and one half common share purchase warrant. Each full warrant is exercisable at \$0.30 per common share for a period of 18 months from closing, subject to an acceleration clause on 30 days notice should the Company's common shares trade at \$0.50 or higher for a period of 10 consecutive trading days.

On July 31, 2014, Harte Gold completed a non-brokered private placement financing of 666,667 units at a price of \$0.225 per unit for gross proceeds of \$150,000. Each unit consists of one common share and one half common share purchase warrant. Each full warrant is exercisable at \$0.30 per common share for a period of 18 months from closing, subject to an acceleration clause on 30 days notice should the Company's common shares trade at \$0.50 or higher for a period of 10 consecutive trading days.

On August 19, 2014, the Company completed a non-brokered private placement financing of 272,818 units at a price of \$0.275 per unit for gross proceeds of \$75,025. Each Unit consists of one common share and one half common share purchase warrant. Each full warrant is exercisable at \$0.35 per common share for a period of 12 months from closing subject to an acceleration clause on 30 days notice should the Company's common shares trade at \$0.50 or higher for a period of 10 consecutive trading days.

11. STOCK OPTION PLAN

The Company has established a stock option plan to provide additional incentive to officers, directors, employees and consultants in their efforts on behalf of the Company in the conduct of its affairs. The terms of the stock option plan provide that the directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day preceding the grant. The number of shares reserved for issuance is not to exceed 10% of the issued and outstanding common shares from time-to-time. At September 30, 2014, the Company had 2,096,587 (December 31, 2013 – 5,183,825) common shares available for granting of future options.

Under the terms of the plan, options vest immediately unless otherwise determined by the Board, and expire on the fifth anniversary from the date of issue unless otherwise specified. As at September 30, 2014, a total of 21,450,000 options were outstanding under the stock option plan.

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11. STOCK OPTION PLAN cont'd

The following table provides additional information regarding stock options outstanding at September 30, 2014.

Expiry Date	Exercise price	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
January 26, 2015	\$0.15	0.32	150,000	150,000
June 22, 2015	\$0.15	0.73	6,800,000	6,800,000
July 26, 2015	\$0.20	0.82	800,000	800,000
November 9, 2015	\$0.70	1.11	500,000	500,000
February 14, 2016	\$0.47	1.38	780,000	780,000
July 14, 2016	\$0.40	1.79	400,000	400,000
October 21, 2016	\$0.50	2.06	150,000	150,000
May 3, 2017	\$0.30	2.59	130,000	130,000
May 28, 2017	\$0.35	2.66	250,000	100,000 ⁽¹⁾
June 20, 2017	\$0.30	2.72	2,850,000	2,850,000
April 25, 2019	\$0.10	4.57	7,740,000	7,740,000
May 9, 2019	\$0.15	4.61	150,000	150,000
July 31, 2019	\$0.30	4.84	750,000	750,000
	\$0.18	2.48	21,450,000	21,300,000

¹ 100,000 of these options were vested as of September 30, 2013; if these options are not exercised by May 28, 2017, they will be extended for a further 5 year term

Stock-based Compensation

The following table summarizes assumptions used with the Black-Scholes valuation model for the determination of stock-based compensation costs for stock options issued during the year ended December 31, 2013 and the nine months ended September 30, 2014:

Grant date	25-Apr-14	9-May-14	31-Jul-14
Number of options	7,740,000	150,000	750,000
Share price	\$ 0.08	\$ 0.14	\$ 0.30
Exercise price	\$ 0.10	\$ 0.15	\$ 0.30
Expected life in years	5	5	5
Volatility ⁽²⁾	94.94%	96.80%	94.78%
Risk-free interest rate	1.43%	1.40%	1.41%
Dividend yield	0.00%	0.00%	0.00%
Fair value per option ⁽³⁾	\$ 0.055	\$ 0.101	\$ 0.216
Fair value assigned to options	\$ 426,779	\$ 15,141	\$ 162,186

² Volatility is determined based on historical share prices

³ Where options have been granted in which vesting is conditional upon future events, the fair value has been estimated taking into account the probability and timing of meeting those future events, and the fair value is recognized based on these probabilities

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12. WARRANTS

As at September 30, 2014, there were 29,450,622 warrants to purchase common shares outstanding. Warrants expire as follows:

	Exercise Price	Warrants	Expiry date
Balance at December 31, 2012		12,131,121	
Expired		(3,090,510)	
Issued	\$ 0.15	3,375,000	July 17, 2015
Issued for finder's fee	\$ 0.10	455,000	July 17, 2015
Issued	\$ 0.15	2,260,000	July 31, 2015
Issued for finder's fee	\$ 0.10	7,000	July 31, 2015
Issued	\$ 0.15	3,466,000	August 23, 2015
Issued for finder's fee	\$ 0.10	63,000	August 23, 2015
Issued	\$ 0.15	300,000	September 16, 2015
Issued for finder's fee	\$ 0.10	7,000	September 16, 2015
Issued	\$ 0.15	950,000	October 11, 2015
Issued for finder's fee	\$ 0.10	63,000	October 11, 2015
Issued	\$ 0.15	2,212,846	December 18, 2015
Issued for finder's fee	\$ 0.065	184,638	December 18, 2015
Issued	\$ 0.15	1,800,000	December 23, 2015
Issued for finder's fee	\$ 0.065	182,000	December 23, 2015
Issued	\$ 0.15	415,000	December 31, 2015
Issued for finder's fee	\$ 0.065	5,600	December 31, 2015
Balance at December 31, 2013		24,786,695	
Expired		(9,012,411)	
Exercised		(2,487,800)	
Issued	\$ 0.30	10,000,000	December 23, 2015
Issued for finder's fee	\$ 0.15	463,983	December 23, 2015
Issued	\$ 0.30	1,333,334	January 21, 2016
Issued for finder's fee	\$ 0.24	100,000	January 21, 2016
Issued	\$ 0.15	3,600,000	January 23, 2016
Issued for finder's fee	\$ 0.065	19,530	January 23, 2016
Issued	\$ 0.30	333,333	January 31, 2016
Issued for finder's fee	\$ 0.24	22,225	January 31, 2016
Issued	\$ 0.35	136,409	August 19, 2015
Issued for finder's fee	\$ 0.30	155,324	August 19, 2015
Balance at September 30, 2014		29,450,622	

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12. WARRANTS cont'd

The following table summarizes assumptions used with the Black-Scholes valuation model for the determination of the value allocated to the warrants issued as finder's warrants during the year ended December 31, 2013 and September 30, 2014 in connection with share financings:

Issue date	17-Jul-13	17-Jul-13	31-Jul-13	31-Jul-13
Number of warrants	455,000 ¹	3,375,000	7,000 ¹	2,260,000
Share price	\$ 0.08	\$ 0.08	\$ 0.09	\$ 0.09
Exercise price	\$ 0.10	\$ 0.15	\$ 0.10	\$ 0.15
Expected life in years	2.0	2.0	2.0	2.0
Volatility ⁽²⁾	67.45%	67.45%	69.32%	69.32%
Risk-free interest rate	1.11%	1.11%	1.18%	1.18%
Dividend yield	0%	0%	0%	0%
Fair value per warrant	\$ 0.024	\$ 0.0155	\$ 0.032	\$ 0.021
Fair value of warrants issued	\$ 11,102	\$ 52,313	\$ 221	\$ 47,686
Relative fair value assigned to warrants	\$ -	\$ 47,613	\$ -	\$ 36,011

Issue date	23-Aug-13	23-Aug-13	16-Sep-13	16-Sep-13
Number of warrants	3,466,000	63,000 ¹	300,000	7,000 ¹
Share price	\$ 0.09	\$ 0.09	\$ 0.08	\$ 0.08
Exercise price	\$ 0.15	\$ 0.10	\$ 0.15	\$ 0.10
Expected life in years	2.0	2.0	2.0	2.0
Volatility ⁽²⁾	74.01%	74.01%	75.31%	75.31%
Risk-free interest rate	1.23%	1.23%	1.29%	1.29%
Dividend yield	0%	0%	0%	0%
Fair value per warrant	\$ 0.0235	\$ 0.0338	\$ 0.0191	\$ 0.0278
Fair value of warrants issued	\$ 81,451	\$ 2,129	\$ 5,730	\$ 195
Relative fair value assigned to warrants	\$ 61,837	\$ -	\$ 5,119	\$ -

Issue date	11-Oct-13	11-Oct-13	18-Dec-13	18-Dec-13
Number of warrants	950,000	63,000 ¹	2,212,846	184,638 ¹
Share price	\$ 0.07	\$ 0.07	\$ 0.06	\$ 0.06
Exercise price	\$ 0.15	\$ 0.10	\$ 0.15	\$ 0.065
Expected life in years	2.0	2.0	2.0	2.0
Volatility ⁽²⁾	95.74%	95.74%	99.04%	99.04%
Risk-free interest rate	1.09%	1.09%	1.10%	1.10%
Dividend yield	0%	0%	0%	0%
Fair value per warrant	\$ 0.0224	\$ 0.0293	\$ 0.0182	\$ 0.0301
Fair value of warrants issued	\$ 21,280	\$ 1,846	\$ 40,274	\$ 5,558
Relative fair value assigned to warrants	\$ 18,376	\$ -	\$ 34,219	\$ -

¹ Finder's warrants

² Volatility is determined based on historical share prices

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12. WARRANTS cont'd

Issue date	23-Jan-14	23-Jan-14	23-Jun-14	23-Jun-14
Number of warrants	3,600,000	19,530 ¹	10,000,000	463,983 ¹
Share price	\$ 0.07	\$ 0.07	\$ 0.18	\$ 0.18
Exercise price	\$ 0.15	\$ 0.065	\$ 0.20	\$ 0.150
Expected life in years	2.0	2.0	1.5	1.5
Volatility ⁽²⁾	100.10%	100.10%	98.39%	98.39%
Risk-free interest rate	0.98%	0.98%	1.13%	1.13%
Dividend yield	0%	0%	0%	0%
Fair value per warrant	\$ 0.0241	\$ 0.0380	\$ 0.0772	\$ 0.0914
Fair value of warrants issued	\$ 86,653	\$ 742	\$ 772,250	\$ 42,387
Relative fair value assigned to warrants	\$ 46,058	\$ -	\$ 405,302	\$ -

Issue date	23-Jun-14	23-Jun-14	21-Jul-14	02-Jul-14
Number of warrants	10,000,000	463,983 ¹	1,333,334	100,000 ¹
Share price	\$ 0.18	\$ 0.18	\$ 0.25	\$ 0.25
Exercise price	\$ 0.20	\$ 0.150	\$ 0.30	\$ 0.24
Expected life in years	1.5	1.5	1.5	1.5
Volatility ⁽²⁾	98.39%	98.39%	98.22%	98.22%
Risk-free interest rate	1.13%	1.13%	1.07%	1.07%
Dividend yield	0%	0%	0%	0%
Fair value per warrant	\$ 0.0772	\$ 0.0914	\$ 0.1018	\$ 0.1170
Fair value of warrants issued	\$ 772,250	\$ 42,387	\$ 135,698	\$ 11,701
Relative fair value assigned to warrants	\$ 405,302	\$ -	\$ 101,573	\$ -

Issue date	31-Jul-14	31-Jul-14	19-Aug-14	19-Aug-14
Number of warrants	333,333	22,225 ¹	136,409	155,324 ¹
Share price	\$ 0.30	\$ 0.30	\$ 0.28	\$ 0.28
Exercise price	\$ 0.30	\$ 0.240	\$ 0.35	\$ 0.30
Expected life in years	1.5	1.5	1.0	1.0
Volatility ⁽²⁾	100.68%	100.68%	91.31%	91.31%
Risk-free interest rate	1.08%	1.08%	1.06%	1.06%
Dividend yield	0%	0%	0%	0%
Fair value per warrant	\$ 0.1400	\$ 0.1579	\$ 0.0933	\$ 0.0933
Fair value of warrants issued	\$ 46,680	\$ 3,510	\$ 12,727	\$ 14,491
Relative fair value assigned to warrants	\$ 28,385	\$ -	\$ 10,715	\$ -

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12. WARRANTS cont'd

The expiry dates of warrants outstanding as of September 30, 2014 are as follows:

Expiry date	Number of warrants outstanding	Exercise price	Weighted average remaining contractual life (years)
July 17, 2015	35,000	\$ 0.10	0.79
July 17, 2015	3,375,000	\$ 0.15	0.79
July 31, 2015	2,060,000	\$ 0.15	0.83
July 31, 2015	7,000	\$ 0.10	0.83
August 23, 2015	1,814,000	\$ 0.15	0.90
August 23, 2015	63,000	\$ 0.10	0.90
September 16, 2015	300,000	\$ 0.15	0.96
September 16, 2015	7,000	\$ 0.10	0.96
October 11, 2015	950,000	\$ 0.15	1.03
October 11, 2015	63,000	\$ 0.10	1.03
December 18, 2015	2,212,846	\$ 0.15	1.22
December 18, 2015	184,638	\$ 0.065	1.22
December 23, 2015	1,800,000	\$ 0.15	1.23
December 23, 2015	70,000	\$ 0.065	1.23
December 31, 2015	345,000	\$ 0.15	1.25
January 23, 2016	3,600,000	\$ 0.15	1.32
January 23, 2016	19,530	\$ 0.065	1.32
December 23, 2015	10,000,000	\$ 0.20	1.23
December 23, 2015	463,983	\$ 0.15	1.23
January 21, 2016	1,333,334	\$ 0.30	1.31
January 21, 2016	100,000	\$ 0.24	1.31
January 31, 2016	333,333	\$ 0.30	1.34
January 31, 2016	22,225	\$ 0.24	1.34
August 19, 2015	136,409	\$ 0.35	0.88
August 19, 2015	155,324	\$ 0.30	0.88
	29,450,622	\$ 0.18	1.13

13. OTHER RESERVES

	30-Sep-14	31-Dec-13
Balance beginning of period	3,449,283	3,327,596
Stock-based compensation expense (note 11)	610,122	39,721
Fair value assigned to expired warrants	154,799	81,966
Balance end of period	4,214,204	3,449,283

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14. INCOME/LOSS PER SHARE

The calculation of the basic earnings per share for the nine months ended September 30, 2014 was based on the loss attributable to common shareholders of \$560,429 (loss for the nine months ended September 30, 2013 - \$29,279) and a weighted average number of common shares outstanding of 222,027,680 (September 30, 2013 – 193,175,210).

There have been no significant capital transactions from the reporting date to the date of this filing which have had a material impact on earnings per share.

Loss for the nine months ended September 30, 2014 divided by weighted average number of common shares outstanding is equal to (\$0.003) per share.

BASIC

Numerator	(\$560,429)
Denominator	222,027,680
Earnings per share	(\$0.003)

15. RELATED PARTY TRANSACTIONS

Balances and transactions with related parties as at and in the nine months ended September 30, 2014 were as follows:

For nine months ended September 30, 2014	Amount charged	Outstanding balance
Silvermet Inc.	\$ 29,182	\$ 6,200
Global Atomic Fuels Corporation	41,892	13,281

Amounts due to or from related parties are unsecured, non-interest bearing and due on demand. These are settled on a regular basis.

Transactions with related parties were in the normal course of operations and were measured at the same value as if the transactions had occurred with non-related parties.

For the nine months ended September 30, 2014, the Company paid key management personnel, including officers, directors or their related entities for consulting services and/or management services, as follows:

	September 30, 2014	December 31, 2013
Management and consulting fees	\$ 180,000	\$ 257,500
Consulting fees included in exploration and evaluation expenditures	67,500	95,000
Stock based compensation		
- expensed to the Statement of Operations and Comprehensive Loss	212,286	-
- capitalized to exploration and evaluation expenditures	82,709	-

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16. COMMITMENTS

The Company has minimum lease payments to make for a building rental as follows:

< 1 year	\$ 7,000
1 – 5 years	\$ nil

The Company also has a commitment under a site access agreement to pay \$20,000 per annum during exploration and \$70,000 per annum upon commercial production, subject to a maximum of \$500,000.

17. CONTINGENCIES

Pursuant to a 2009 audit by the Canada Revenue Agency (“CRA”) of 2003 exploration expenses, current management conducted a review of expenditures incurred and filings made in respect of flow-through share issuances during the period 2003 – 2008. This review uncovered issues related to the use of flow-through funds, timing of expenditures and other related compliance matters. The Company subsequently filed the required documents with CRA related to the issuance of flow-through common shares during this period. During the year ended December 31, 2013, the Company paid a CRA assessment notice in respect of the Part XII.6 interest and penalties and reimbursed investors for a total expenditure of \$323,608. The Company estimates that the remaining provision of \$103,817 is sufficient for any additional reimbursements that may be required.

The Company has filed a claim against former directors and officers of the Company that were retained, employed or otherwise engaged by the Company during the relevant period, for damages of \$750,000 relating to CRA liabilities and indemnity of \$750,000 for any amounts that have been or may need to be reimbursed to investors. Any recovery by the Company is very uncertain so no amount has been included in the financial statements for any such potential recovery.

18. OPERATING SEGMENT

The Company is engaged in the exploration and evaluation of properties for the mining of precious metals in Canada. The present focus of the Company is entirely on its Sugar Zone Property. The corporate office operates to support the field work being carried out on the Sugar Zone Property. As a result, the Company operates in one reportable operating segment.