Gold Bar Development & Consulting Ltd.

Consolidated Financial Statements
As of and for the Year Ended
December 31, 2012

And

Report of Independent Public Accounting Firm

Gold Bar Development & Consulting Ltd.
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As of and For the Year Ended December 31, 2012

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REPORT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Gold Bar Development & Consulting Ltd.

Report on the Consolidated Financial Statements

We have audited the consolidated financial statements of Gold Bar Development & Consulting Ltd. and subsidiary, which comprise the consolidated balance sheet as at December 31, 2012, and the related consolidated statements of profit or loss and other comprehensive income, changes in shareholders' equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of Gold Bar Development & Consulting Ltd. and subsidiary as at December 31, 2012, and of their financial performance and cash flows for the year then ended, in accordance with IFRS.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 of the accompanying consolidated financial statements, the Company is dependent on obtaining outside sources of financing and generating revenue to provide funds for the continuation of its operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Gregory Scott

Chicago, Illinois USA
August 30, 2013

Gold Bar Development & Consulting Ltd.
Consolidated Balance Sheet
December 31, 2012

Assets	Note	December 31, 2012
Non-current assets		
Intangible asset - mineral rights	**7**	$ 147,526,147
Intangible asset - intellectual property	**7**	51,844
Property and equipment	**3**	318,493
Total non-current assets		$ 147,896,484
Current assets		
Cash and cash equivalents	**3**	1,209
Deferred offering costs	**3**	79,194
Total current assets		$ 80,403
Total assets		$ 147,976,887
Shareholders' Equity and Liabilities		
Shareholders' equity		
Share capital	**10**	9,803
Share premium	**10**	163,115,436
Stock subscription receivable	**10**	(15,360,000)
Other comprehensive income - currency translation adjustment	**10**	11,867
Accumulated deficit	**10**	(182,343)
Total shareholders' equity		$ 147,594,763
Current liabilities		
Accounts payable	**3**	45,843
Accrued payroll	**3**	197,502
Due to shareholder	**9**	82,482
Note payable and accrued interest - related party	**8**	56,297
Total current liabilities		$ 382,124
Total liabilities		$ 382,124
Total shareholders' equity and liabilities		$ 147,976,887

The accompanying notes are in integral part of the financial statements.

Gold Bar Development & Consulting Ltd.
Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended December 31, 2012

	Note	2012
Revenue - gold sales	11	$ 511,181
Cost of gold sales	13	$ (286,712)
Gross profit on gold sales		$ 224,469
Operating expenses:		
Amortization of mineral rights	3	$ (201,895)
Depreciation of equipment	3	(35,388)
Compensation expense	3	(225,000)
General and administrative expenses	3	(39,438)
Total operating expenses		$ (501,721)
Net operating loss		$ (277,252)
Other income (expense)		
Consulting fee income	14	$ 53,333
Provision for bad debts - consulting fees receivable	14	(53,333)
Other income (expense), net		$ -
Loss before income taxes		$ (277,252)
Income tax expense	3	(10,224)
Net loss		$ (287,476)
Other comprehensive income - currency translation adjustment	2	$ 11,867
Net loss and compreensive loss		$ (275,609)
Loss per common share - basic and diluted	3	$ (5.86500)
Weighted average common shares outstanding - basic and diluted	3	49,016

The accompanying notes are in integral part of the financial statements.

Gold Bar Development & Consulting Ltd.
Statement of Changes in Shareholders' Equity
For the Year Ended December 31, 2012

	Note	Number of Shares Outstanding	Share Capital	Share Premium	Stock Subscription Receivable	Other Comprehensive Income	Retained Earnings (Accumulated Deficit)	Total
Balance at January 1, 2012		2,000,000	$ 3	$ 25,848	$ -	$ -	$ 105,133	$ 130,984
				-	-			
Common stock issued in exchange for:								
Cash	**10**	1,400	1	6,345	-	-	-	6,346
Mineral rights	**10**	50,000,000	14,773	147,713,269	-	-	-	147,728,042
Notes receivable	**10**	46,000,000	1,536	15,358,464	(15,360,000)	-	-	-
Services	**10**	30,000	500	4,500	-	-	-	5,000
1:1000 reverse stock split	**10**	(97,933,369)	(7,010)	7,010	-	-	-	-
Net loss for the year ended December 31, 2012	**10**	-	-	-	-	-	(287,476)	(287,476)
Currency translation adjustment	**3**	-	-	-	-	11,867	-	11,867
Balance at December 31, 2012		98,031	$ 9,803	$ 163,115,436	$ (15,360,000)	$ 11,867	$ (182,343)	$ 147,594,763

The accompanying notes are in integral part of the financial statements.

Gold Bar Development & Consulting Ltd.
Statement of Cash Flows
For the Year Ended December 31, 2012

		2012
Cash flow from operating activities		
Net loss	$	(287,476)
Adjustments to reconcile net loss to cash provided by operating activities:		
Amortization of mineral rights		201,895
Depreciation of equipment		35,388
Increase in accrued payroll		225,000
Cash provided by operating activities	$	174,807
Cash flow from investing activities		
Acquisition property and equipment		(27,814)
Acquisition of Voltaria		(3,850)
Cash used in investing activities	$	(31,664)
Cash flow from financing activities		
Common stock issued in exchange for cash	$	6,346
Payment of note payable - related paty		(157,500)
Cash used in financing activities	$	(151,154)
Net decrease in cash and cash equivalents	$	(8,011)
Cash and cash equivalents at beginning of the period	$	9,220
Cash and cash equivalents at end of the period	$	1,209
Interest paid	$	6,897
Taxes paid	$	10,224
Non-cash investing and financing activities:		
Deferred offering costs financed with accounts payable and due to shareholder	$	74,194
Common stock issued in exchange for mineral rights	$	147,728,042
Common stock issued in exchange for notes receivable - stock subscriptions receivable	$	(15,360,000)
Common stock issued in exchange for services - deferred offering costs	$	5,000

The accompanying notes are in integral part of the financial statements.

1. Organization, Acquisitions, and Nature of Operations

Organization **–** Gold Bar Development & Consulting Ltd. ("Gold Bar") was incorporated and registered in Bermuda on April 18, 2012 and is listed on the Bermuda Stock Exchange (BSX) under the symbol GOLD.BH, and was then dual listed on the Frankfurt Stock Exchange ("FSE") under the symbol B7G. See Note 15 **-** *Events After the End of the Reporting Period: Stock Exchange Listings.*

Nature of Operations – Gold Bar **-** Gold Bar is a mineral exploration company primarily engaged in the production of gold deposits in the Guiana Shield of South America through its 95% interest in a joint venture (the "Cuyuni Project") providing the Company with mining rights associated with the property described in Note 7 – *Intangible Assets: Mineral Rights*. Gold Bar also offers consulting services to other mining companies looking to extend their reach into Guyana, as well as local Guyanese junior miners looking to expand their current operations.

Acquisition – Smart Treadwear, LLC **-** On April 19, 2012, Gold Bar acquired 100% of Smart Treadwear LLC ("Smart Treadwear") in exchange for 2,000,000 shares of its common stock. Smart Treadwear was established on April 21, 2011 in Kingston, Massachusetts, and is engaged in the research and development of product and technology patents with an emphasis on enhancing the safety and efficiency of vehicle systems. Gold Bar and Smart Treadwear are controlled by the same shareholder group and therefore this transaction is considered to be a combination of entities under common control for accounting purposes, as opposed to an acquisition. International Financial Reporting Standards ("IFRS") requires such transactions to be reflected in the consolidated financial statements at book value as opposed to fair value, and as if they were combined as of the beginning of the period regardless of the actual date of the transaction. As a result, the consolidated financial statements reflect Smart Treadwear's operations from January 1, 2012 and thereafter, on a combined basis with Gold Bar.

Acquisition – Voltaria - On September 7, 2012, Gold Bar acquired 100% of Voltaria Energy Solutions Inc. ("Voltaria") in exchange for $3,850. The purpose of this acquisition was to provide the Company with a vehicle to facilitate the settlement of their shares between the BSX and the FSE. Voltaria was subsequently dissolved on May 23, 2013.

Gold Bar and its subsidiaries are collectively referred to as "the Company" throughout the notes to the consolidated financial statements.

2. Going Concern

The preparation of consolidated financial statements in accordance with IFRS contemplates that operations will be sustained for a reasonable period. Although the Company has generated revenue from gold sales, outside sources of financing are necessary for the continuation and expansion of its mining operations, and for the research and development of its product and technology patents. These conditions raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period.

The company plans to improve its financial condition through raising capital through financing transactions and continued sales of gold. However, there is no assurance that the company will be successful in accomplishing this objective. Management believes that this plan provides an opportunity for the Company to continue as a going concern. We cannot give any assurances regarding the success of management's plans. Our consolidated financial statements do not include adjustments relating to the recoverability of recorded assets or liabilities that might be necessary should we be unable to continue as a going concern.

3. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

Basis of Preparation - The consolidated financial statements are prepared in US$ using the historical cost convention, and are presented in in accordance with IFRS.

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that the estimates are reasonable.

Future Accounting Policy Changes – The following accounting policies have been issued, but are not required to be adopted as of December 31, 2012.

In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures including added disclosures about investments in equity instruments measured at fair value in OCI, and guidance on financial liabilities and de-recognition of financial instruments. In December 2011, the IASB issued an amendment that adjusted the mandatory effective date of IFRS 9 from January 1, 2013 to January 1, 2031. We are currently assessing the impact of adopting IFRS 9 on our consolidated financial statements, including the impact of early adoption.

In May 2011, the IASB issued IFRS 10 Consolidated Financial Statements to replace IAS 27 Consolidated and Separate Consolidated Financial Statements and SIC 12 Consolidation - Special Purpose Entities. The new consolidation standard changes the definition of control so that the same criteria apply to all entities, both operating and special purpose entities, to determine control. The revised definition focuses on the need to have both power and variable returns before control is present. IFRS 10 must be applied starting January 1, 2013 with early adoption permitted. We are currently assessing the impact of adopting IFRS 10 on our consolidated financial statements.

In May 2011, the IASB issued IFRS 11 Joint Arrangements to replace IAS 31, Interests in Joint Ventures. The new standard defines two types of arrangements: Joint Operations and Joint Ventures. Focus is on the rights and obligations of the parties involved to reflect the joint arrangement, thereby requiring parties to recognize the individual assets and liabilities to which they have rights or for which they are responsible, even if the joint arrangement operates in a separate legal entity. IFRS 11 must be applied starting January 1, 2013 with early adoption permitted. We are currently assessing the impact of adopting IFRS 11 on consolidated financial statements.

In May 2011, the IASB issued IFRS 12 Disclosure of Interests in Other Entities to create a comprehensive disclosure standard to address the requirements for subsidiaries, joint arrangements and associates including the reporting entity's involvement with other entities. It also includes the requirements for unconsolidated structured entities (i.e. special purpose entities). IFRS 12 must be applied starting January 1, 2013 with early adoption permitted. We are currently assessing the impact of adopting IFRS 12 on our consolidated financial statements.

In May 2011, the IASB issued IFRS 13 Fair Value Measurement as a single source of guidance for all fair value measurements required by IFRS to reduce the complexity and improve consistency across its application. The standard provides a definition of fair value and guidance on how to measure fair value as well as a requirement for enhanced disclosures. Enhanced disclosures about fair value are required to enable financial statement users to understand how the fair values were derived. IFRS 13 must be applied starting January 1, 2031 with early adoption permitted. We are currently assessing the impact of adopting IFRS 13 on our consolidated financial statements.

In October 2011, the IASB issued IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine. IFRIC 20 provides guidance on the accounting for the costs of stripping activity in the production phase of surface mining when two benefits accrue to the entity from the stripping activity: useable ore that can be used to produce inventory and improved access to further quantities of material that will be mined in future periods. IFRIC 20 must be applied starting January 1, 2013 with early adoption permitted. We are currently assessing the impact of adopting IFRIC 20 on our consolidated financial statements.

Basis of Consolidation **-** Subsidiaries are all entities over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. The Company also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. De-facto control may arise in circumstances where the size of the Company's voting rights relative to the size and dispersion of holdings of other shareholders give the Company the power to govern the financial and operating policies. Inter-company transactions, balances, income and expenses on transactions between companies within the consolidated group are eliminated. Profits and losses resulting from inter-company transactions are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Segment Reporting **-** Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions. As of December 31, 2012, the Company operated in the mining segment.

Foreign Currency - Functional and Presentation Currency **-** The functional currency represents the currency of the primary economic environment in which the entity operates. Management has determined the functional currency to be the Guyanese dollar ("G$"), as sales prices and major costs of operating expenses are primarily influenced by fluctuations in the G$.

Foreign currency transactions occurring in a denomination other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive income, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within finance income or cost. All other foreign exchange gains and losses are presented in the income statement within other gains (losses), net.

For situations where a currency other than the functional currency is used for financial statement presentation purposes, assets and liabilities are translated at the closing rate at the date of the balance sheet; income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and all resulting exchange differences are recognized in other comprehensive income.

The Company's presentation is the $US, and therefore a currency translation adjustment is necessary to convert the functional currency to the presentation currency for financial reporting purposes, and is reflected in other comprehensive income as a component of equity.

Intangible Asset - Mineral Rights - The Company capitalizes acquisition and annual renewal costs associated with mineral rights as intangible assets. The amount capitalized represents fair value at the time the mineral rights are acquired. Upon commencement of commercial production, the mineral rights will be amortized using the unit-of-production method over their expected useful life of 8 years.

Intangible Asset - Intellectual Property - The Company expenses all research costs associated with the internal development of intangible assets while certain development costs, such as patent listing fees and legal costs, are capitalized.

Impairment of Non-Financial Assets - Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Property and Equipment - Property and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company, and the cost of the item can be measured reliably.

Cash and Cash Equivalents - In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated balance sheet, any bank overdrafts are shown within borrowings in current liabilities.

Deferred Offering Costs - Deferred offering costs represent professional fees associated with the preparation for a public listing and subsequent offering of securities, and will be charged against offering proceeds in the statement of shareholders' equity upon a successful financing transaction. Abandoned offering costs will be charged to expense in the period the abandonment occurs.

Accounts Payable - Accounts payable are obligations to pay for equipment, goods, or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Accrued Payroll - Accrued payroll represents earned but unpaid salaries due to the Company's executives pursuant to their deferred compensation agreements.

Share Capital - Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are shown in equity as a deduction from the proceeds received. Where the Company purchases its own common shares of stock, it is deducted from equity attributable to the company's equity holders until the shares are cancelled or reissued, and is classified as treasury stock in the accompanying balance sheet. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs, is included in equity attributable to the company's equity holders.

Revenue – Revenues associated with the production and sale of gold are recognized when title to the product passes to the purchaser, the fee is determinable and collection is certain. Consulting fees are recognized as revenue when persuasive evidence of an arrangement exists, services are rendered, the fee is fixed or determinable, and collectability is reasonably assured.

Depreciation – Depreciation on property and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives ranging from 3 to 10 years. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount, which is the higher of an asset's value in use and the fair value less cost to sell. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within the statement of comprehensive income. The Company's property and equipment was placed in service as of June 1, 2012, and $35,388 of depreciation expense has been recorded for 2012.

***Income Taxes* -** The Company is subject to income taxes for the jurisdictions in which it conducts operations to the extent the entity is taxable.

Guyana Mining Tax **-** The Company is obligated to sell the majority of its gold findings to the Guyana Gold Board at rates statutorily established rates, and is subject to a 2% tax based on gross sales.

Guyana Corporate Income Taxes: Commercial Companies **-** A commercial company represents an entity that derives at least 75% of profits from products it does not manufacture. For such entities, the tax liability is based upon 45% of chargeable profits or 2% of turnover, whichever is higher. Any payment in excess of 45% of profit is carried forward as a credit to be used to reduce the tax whenever it is higher than 2% of turnover.

Income Taxes: General **-** The tax expense for the period comprises current and deferred tax. Tax is recognized in the statement of comprehensive income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

A deferred tax asset is recognized for any unused tax losses, tax credits, and deductible temporary differences, to the extent it is probable that the future that taxable profits will be available against which they can be utilized. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

***Other Comprehensive Income* -** Other comprehensive income represents the change in equity of an enterprise during a period from transactions from non-owner sources. The Company has no accounts or transactions that give rise to other comprehensive income other than the currency translation adjustment.

***Income (Loss) Per Common Share* -** Basic income (loss) per common share is calculated by dividing the net income (loss) available to the common shareholders by the weighted average number of common shares outstanding during that period. Diluted earnings (loss) per share is calculated by based on the treasury stock method, by dividing income available to common shareholders, adjusted for the effects of dilutive convertible securities, by the weighted average number of common shares outstanding during the period and all additional common shares that would have been outstanding had all potential dilutive common share been issued. This method computes the number of additional shares by assuming all dilutive options are exercised. That the total number of shares is then reduced by the number of common shares assumed to be repurchased from the total of issuance proceeds, using the average market price of the Company's common shares for the period. There were no dilutive securities during the period presented in the accompanying consolidated financial statements.

***Fair Value of Financial Instruments* -** The carrying value of the Company's financial instruments, including cash and cash equivalents, accounts payable and accrued liabilities, and notes payable, approximate fair value due to the relatively short maturity of the respective instruments.

4. Critical Accounting Estimates and Judgments

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year include:

***Valuation and Recoverability of Intangible Assets and Property & Equipment* -** Significant estimates and assumptions are required to determine the valuation of tangible and intangible assets, and the period over which they are amortized. Estimates are also necessary in assessing whether there is an impairment of their value requiring a write-down of their carrying amount. In order to ensure that its assets are carried at no more than their recoverable amount, the Company evaluates at each reporting date certain indicators that would result, if applicable, in the calculation of an impairment test.

***Contingent Liabilities* -** The Company is required to make judgments about contingent liabilities including the probability of pending and potential future litigation outcomes that, by their nature, are dependent on future events that are inherently uncertain. In making its determination of possible scenarios, management considers the evaluation of outside counsel knowledgeable about each matter, as well as known outcomes in case law.

***Income Taxes - Provision and Valuation* -** Significant judgement is involved in determining the Company's provision for income taxes, including any valuation allowance on deferred income tax assets. There are certain transactions and computations for which the ultimate tax determination is uncertain during the normal course of business. The Company recognizes liabilities for expected tax issues based upon estimates of whether additional taxes will be due. Where the final outcome of these matters is different from the amounts that were initially recognized, such difference will impact the income tax and deferred tax positions in the year in which such determination is made.

5. Financial Risk Management Objectives and Policies

The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risk. Management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company reviews and agrees policies and procedures for the management of these risks.

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include market risk, credit risk, and liquidity risk. The following section provides details regarding the Company's exposure to these risks and the objectives, policies and processes for the management of these risks.

***Market Risk* -** Market risk is the risk that changes in market prices, such as the price of gold and foreign exchange rates, interest rates and equity prices, will affect the Company's income or the value of its holdings of financial instruments. Management believes the Company is not exposed to interest rate or equity price risk at December 31, 2012. Exchange rate fluctuations may affect the costs that Gold Bar incurs in its operations. The appreciation of non-US dollar currencies against the US dollar can increase the cost of gold production in US dollar terms. Most of the Company's expenditures that occur in Guyana are paid in Guyana currency. Accordingly, a strengthened U.S. dollar relative to the Guyanese dollar would negatively impact the Company.

Credit Risk **-** Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. Credit risk arising from the inability of a customer to meet the terms of the Company's financial instrument contracts is generally limited to the amounts, if any, by which the customer's obligations exceed the obligations of the Company. The Company's exposure to credit risk arises primarily from its notes and accounts receivable.

Liquidity Risk **-** Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company's liquidity risk management policy is to monitor its net operating cash flows and maintain an adequate level of cash and cash equivalents through regular review of its working capital requirements. The Company monitors and maintains a level of cash considered adequate by management to finance the Company's operations and mitigate the effects of the fluctuations in cash flows to the extent possible. As of December 31, 2012, the majority of the Company's liabilities are due to its controlling shareholders with not stated maturity or due date.

6. Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, or implement a stock split. The Company has complied with all externally imposed capital requirements as at December 31, 2012, and no changes were made to the Company's capital management objectives, policies or processes during the year then ended. See *Note 15 – Events After the End of the Reporting Period: Reverse Stock Split* for a description to a change in the capital structure occurring during 2013.

7. Intangible Assets

Mineral Rights

On January 2, 2012, the Cuyuni Project was established by the Company's majority shareholders ('Members") for the purpose of financing, developing, implementing, operating, and managing a gold mine located in Aranka, Cuyuni, Guyana. Collectively, the Members owned a 95% interest in the venture, with the remaining 5% ownership allocated to Astrolobe Technology, a Guyana Corporation ("Astrolobe"). In exchange for their 5% interest, Astrolobe contributed the rights associated with Permit # 284/2011 issued by Guyana Geology and Mines Commission to operate mining equipment on 1,162 acres property covered by mining permit H-24/MP/000 which is described below, and the Members contributed their obligation to provide management oversight of the mining operation, management of the capital raising process to maximize operation, and the assumption of the note payable described in Note 8 – *Note Payable: Related Party.*

On April 18, 2012, the Members contributed their collective 95% ownership interest in the venture to the Company in exchange for shares of the Company's common stock. This transaction was recorded at 95% of the estimated fair value of the venture, and is reflected in the accompanying consolidated financial statements as intangible mineral rights. This estimate is based on the fair value of the mineral rights associated with the mining permits described above, using a static discounted cash flow model (being the net present value of expected future cash flows). Expected future cash flows are based on estimates of projected future revenues, expected conversions of resources to reserves, expected future production costs and capital expenditures based on the life of mine plan as at the acquisition date.

The significant assumptions included in this estimate include:

Discount Rate	8.0%
Future Price of Gold	$1,600 per ounce of gold
Annual Extraction	30,000 ounces of gold per year
Projected Extraction	240,000 ounces of gold
Expected Life of Mine	8 years
Capital Expenditures	$10,000,000

The Cuyuni Project is located approximately 170 km west of Georgetown, the capital of Guyana and 130 km from Bartica, a settlement at the junction of the Essequibo and Cuyuni rivers that forms the rallying point for work in the northwestern interior of Guyana. The property consists of approximately 1,162 acres within the following coordinates:

- Point 1: Longitude 59 degree 36’44”W Latitude 6 degree 51’36”N
- Point 2: Longitude 59 degree 37’40”W Latitude 6 degree 51’37”N
- Point 3: Longitude 59 degree 37’40”W Latitude 6 degree 52’36”N
- Point 4: Longitude 59 degree 37’9”W Latitude 6 degree 53’16”N
- Point 5: Longitude 59 degree 36’43”W Latitude 6 degree 53’16”N

8. Note Payable – Related Party

On April 18, 2012, the Company assumed a note payable in connection with the Cuyuni transaction described in Note 7: Intangible Assets: Mineral Rights. The note carries a 5% interest rate annually, and has an unpaid balance of $56,297 at December 31, 2012.

9. Due to Shareholder

Due to shareholder represents the Company’s obligation to reimburse a shareholder for payment of certain deferred offering and general and administrative costs incurred by the Company. Although there is no stated interest rate or due date on this obligation, the Company intends to reimburse this obligation upon the receipt of adequate financing that will be first used to fund operations.

10. Shareholders’ Equity

As of December 31, 2012, the Company issued 98,031,400 shares of its common stock, before considering the effect of the reverse stock split described in Note 15 – *Events After the End of the Reporting Period: Reverse Stock Split.* All share information presented in these footnotes and accompanying consolidated financial statements has been adjusted retroactively to reflect the decreased number of shares resulting from the reverse split.

Common Stock Transactions – During 2012, the Company issued common stock pursuant to the following transactions:

- 2,000,000 shares were issued to acquire Smart Treadwear. See *Note 1- Organization and Nature of Operations: Acquisition – Smart Treadwear, LLC* for a description of this transaction and the related accounting treatment.
- 1,400 shares were issued in exchange for $6,346 in cash.
- 50,000,000 shares were issued in exchange for the mineral rights described in Note 7 – *Intangible Assets: Mineral Rights.*
- Pursuant to a Finance Agreement (“FA”) with a finance company engaged by the Company to raise capital by selling the Company’s shares on a best efforts basis, 46,000,000 shares were issued in exchange for $15,360,000 in promissory notes due to the Company. The Company has not received any payment due on these notes as of the date of the audit opinion. As a result, the notes are reflected in the accompanying consolidated financial statements as a stock subscription receivable within shareholders’ equity. On April 8, 2013 the Company elected to terminate the FA by providing written notification to the counterparty alleging their breach of material obligations under the contract, but has not received

any formal response as of the date of the audit opinion. During 2013, the notes receivable were charged off as uncollectible.

- 30,000 shares were issued as compensation for services provided to the Company, and are recorded at the estimated fair value of services.

Common Stock Rights – All shares of the Company's common stock have equal rights and privileges with respect to voting, liquidation and dividend rights. Each share of common stock entitles the holder thereof to one non-cumulative vote for each share held of record on all matters submitted to a vote of the stockholders, to participate equally and to receive any and all such dividends as may be declared by the Board of Directors out of funds legally available therefore, and to participate pro rata in any distribution of assets available for distribution upon liquidation. Stockholders have no pre-emptive rights to acquire additional shares of common stock or any other securities. Common shares are not subject to redemption and carry no subscription or conversion rights. All outstanding shares of common stock are fully paid and non-assessable.

Accumulated Deficit – Accumulated deficit represents the Company's accumulated net loss at December 31, 2012. The Company has not declared or paid any dividends or returned any capital to shareholders as of December 31, 2012.

11. Revenue

During 2012, the Company generated revenue as a result of successful gold mining efforts in the amount of $511,181 based on the sale of 328 ounces of gold to the GGB.

12. Patent Sales Agreement

During 2012, the Company attempted to sell the Smart Treadwear patent for $1,800,000 pursuant to a sales agreement with an unrelated party. However, the Company is unable to reasonably estimate when or if the buyer will be able to secure the necessary financing to fund the acquisition price and therefore has not recorded any receivable or gain associated with this transaction in the accompanying consolidated financial statements.

13. Cost of Sales

Components of the cost of gold sales for 2012 consist of the following:

	2012
Labor	$ 63,328
Fuel	82,550
Repairs and maintenance	38,533
GGB Royalty	25,559
Landowner royalty	51,118
Supplies	18,769
Transportation	6,855
Total cost of gold sales	$ 286,712

GGB Royalty **-** Royalties from the sale of gold are due to the Guyana Gold Board in the amount of 5% of the gross sales price for each transaction.

Landowner Royalty – Royalties from the sale of gold are due to the landowners in the amount of 10% of the gross sales price for each transaction.

14. Consulting Services

During 2012, the Company provided consulting services pursuant to a services engagement agreement which entitles the Company to $53,333 in fees. However, the income associated with this contract have been written off as uncollectible due to a decline in the counterparty's wherewithal to pay the fees after the services were performed.

15. Events After the End of the Reporting Period

Reverse Stock Split – On July 3, 2013, the Company's Board of Directors amended its bye laws to implement a reverse split of its common stock with a ratio of one post-split share for every 1,000 shares issued and outstanding on that date, resulting in a reduction of its issued and outstanding common shares from 98,031,400 to 98,031 shares with a corresponding change par value from $0.0001 to $0.10 per share. All share and related option information presented in these financial statements and accompanying footnotes has been adjusted retroactively to reflect the increased number of shares resulting from the split.

Increase in Authorized Common Shares **-** On July 3, 2013, the Company's Board of Directors amended its bye laws to increase the number of authorized shares to 50,000,000 with a par value of $0.10 per share.

Legal and Regulatory Matters **–** During April 2013, the Company became aware that its stock had been approved for listing on the Stuttgart Stock Exchange ("SSE"), and that false documents were used to create a fictitious sale of the Company to an entity ("Respondent") claiming to own the Company, both occurring without the knowledge or consent of the board of directors or management of the Company.

The Company has reported to the SSE that the application to list its shares on that exchange was filed and approved without the knowledge or consent of its board of directors or management, and is scheduled to meet with the SSE on September 6, 2013 to obtain a resolution on the matter. Although the Company's shares have not been technically delisted from the SSE, they are not currently available for trading on the SSE.

Subsequent to this alleged transaction, the trading volume of the Company's shares on the FSE increased significantly, and the Company's FSE listing sponsor reported this suspicious trading activity to BaFin, the German Federal Financial Supervisory Authority for their review. The FSE sponsor also filed a request with the FSE to delist the Company's shares on the FSE, and this request was granted. The Company has not received any communications from BaFin regarding this matter.

On April 18, 2013, the Company filed a lawsuit in the Stuttgart District Court seeking injunctive relief against the Respondent from representing themselves as owners or directors of the Company, and reached a settlement with the defendants prior to the court date. According to the terms of the settlement agreement, the defendants formally agreed to no longer represent themselves as owners or directors of Gold Bar, and acknowledged that their assumed purchase Gold Bar is legally invalid.

During 2013, the Company's listing sponsors for the BSX and FSE both terminated their sponsor agreements. The Company was successful in replacing their sponsor for the BSX and continues to be approved for trading on the BSX, without any interruption. However, the Company is in discussions with other FSE sponsors as a condition to resume trading on the FSE. The Company's shares have been technically delisted from trading on the FSE's Quotation Board. In order to meet the necessary listing requirements for the FSE, the Company is required to be represented by an FSE approved sponsor, and reapply for listing according to the FSE's listing application regulations.

The Company is not subject to any litigation or regulatory action related to these or any other matters, and is unaware of any pending or threatened claims that would require adjustment or disclosure to the accompanying consolidated financial statements.

16. Approval of Consolidated Financial Statements

The accompanying consolidated financial statements were approved by the board of directors and authorized for issue on August 30, 2013.