

# **DOLLY VARDEN SILVER CORPORATION**

## **CONDENSED INTERIM FINANCIAL STATEMENTS**

FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2015 AND 2014

**UNAUDITED – Prepared by Management**

**(Expressed in Canadian Dollars)**

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## **TO THE SHAREHOLDERS OF DOLLY VARDEN SILVER CORPORATION**

Under National Instrument 51-102, Part 4, Subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company as at and for the periods ended March 31, 2015 have been prepared by management and have been reviewed and approved by the Company's Audit Committee and Board of Directors.

The Company's independent auditor, Davidson & Company LLP, has not performed a review of these condensed interim financial statements for the three month periods ended March 31, 2015 and 2014.

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**DOLLY VARDEN SILVER CORPORATION**  
**Condensed Interim Statements of Financial Position**  
Unaudited – Prepared by Management  
(Expressed in Canadian Dollars)

	<b>March 31, 2015</b>	<b>December 31, 2014</b>
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 1,022,426	\$ 1,559,040
Prepaid expenses (Note 3)	90,401	147,224
Receivables (Note 4)	59,535	134,342
	<u>1,172,362</u>	<u>1,840,606</u>
<b>Non-Current</b>		
Equipment (Note 5)	168,662	178,129
Exploration and evaluation advances (Note 6)	59,862	97,382
Deposits (Note 6)	91,000	91,000
Exploration and evaluation assets (Note 6)	18,524,739	18,171,972
	<u>\$ 20,016,625</u>	<u>\$ 20,379,089</u>
<b>Liabilities and shareholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 7 and 10)	\$ 438,775	\$ 497,850
	<u>438,775</u>	<u>497,850</u>
<b>Shareholders' equity</b>		
Share capital (Note 8)	26,798,486	26,798,884
Reserves	3,045,866	2,961,213
Deficit	(10,266,502)	(9,878,858)
	<u>19,577,850</u>	<u>19,881,239</u>
	<u>\$ 20,016,625</u>	<u>\$ 20,379,089</u>

Nature of Operations and Going Concern - Note 1  
Subsequent event - Note 12

APPROVED ON BEHALF OF THE BOARD:

"Allan Marter"  
DIRECTOR

"Rosie Moore"  
DIRECTOR

**DOLLY VARDEN SILVER CORPORATION**  
**Condensed Interim Statements of Loss and Comprehensive Loss**  
Unaudited – Prepared by Management  
(Expressed in Canadian Dollars)

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	<b>Three months ended March 31</b>	
	<b>2015</b>	<b>2014</b>
<b>Expenses</b>		
Administrative and consulting fees	\$ 14,404	\$ 27,800
Depreciation of office equipment	-	1,032
Directors' fees (Note 8)	20,662	19,845
Management fees	37,962	48,750
Marketing and communications	96,246	58,786
Office	12,201	14,980
Professional fees	77,806	15,888
Rent and maintenance	7,853	5,832
Salaries and benefits	24,214	15,470
Share-based compensation (Note 8)	84,653	17,939
Transfer agent and filing fees	7,314	9,890
Travel and accommodation	8,770	45,917
Exchange loss/(gain)	(407)	444
Operating loss	(391,678)	(282,573)
Interest income	4,034	6,929
<b>Loss and comprehensive loss for the year</b>	<b>\$ (387,644)</b>	<b>\$ (275,644)</b>
<b>Loss per common share, basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>	<b>182,639,630</b>	<b>134,118,571</b>

**DOLLY VARDEN SILVER CORPORATION**  
**Condensed Interim Statement of Changes in Equity**  
Unaudited – Prepared by Management  
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**Share Capital**

	<b>Number</b>	<b>Amount</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total</b>
<b>Balance - December 31, 2013</b>	<b>132,797,919</b>	<b>\$ 21,449,491</b>	<b>\$ 2,795,137</b>	<b>\$ (8,749,280)</b>	<b>\$ 15,495,348</b>
Share issuance costs	-	(487)	-	-	(487)
Exercise of warrants	2,700,000	270,000	-	-	270,000
Share-based compensation	-	-	17,939	-	17,939
Total loss and comprehensive loss for the year	-	-	-	(275,644)	(275,644)
<b>Balance - March 31, 2014</b>	<b>135,497,919</b>	<b>21,719,004</b>	<b>2,813,076</b>	<b>(9,024,924)</b>	<b>15,507,156</b>
Issuance of flow-through common shares	46,441,711	5,573,005	-	-	5,573,005
Issuance of common shares	750,000	90,000	-	-	90,000
Share issuance costs	-	(469,081)	-	-	(469,081)
Fair value assigned to issued finders' warrants	-	(114,044)	114,044	-	-
Share-based compensation	-	-	34,093	-	34,093
Total loss and comprehensive loss for the year	-	-	-	(853,934)	(853,934)
<b>Balance - December 31, 2014</b>	<b>182,689,630</b>	<b>26,798,884</b>	<b>2,961,213</b>	<b>(9,878,858)</b>	<b>19,881,239</b>
Share issuance costs	-	(398)	-	-	(398)
Share-based compensation	-	-	84,653	-	84,653
Total loss and comprehensive loss for the year	-	-	-	(387,644)	(387,644)
<b>Balance - March 31, 2015</b>	<b>182,689,630</b>	<b>\$ 26,798,486</b>	<b>\$ 3,045,866</b>	<b>\$ (10,266,502)</b>	<b>\$ 19,577,850</b>

**DOLLY VARDEN SILVER CORPORATION**  
**Condensed Interim Statements of Cash Flows**  
Unaudited – Prepared by Management  
(Expressed in Canadian Dollars)

	<b>Three months ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Cash flows from operating activities</b>		
Loss for the period	\$ (387,644)	\$ (275,644)
Items not affecting cash:		
Share-based compensation	84,653	17,939
Directors' fees (note 8)	(11,838)	19,845
Depreciation of office equipment	-	1,032
Changes in non-cash working capital items:		
Decrease in receivables	74,807	885,177
Decrease/ (increase) in prepaid expenses	56,823	(9,833)
Increase/(decrease) in accounts payable & accrued liabilities	5,541	(53,197)
<b>Net cash provided by/(used in) operating activities</b>	<b>(177,658)</b>	<b>585,319</b>
<b>Cash flows from investing activities</b>		
Exploration and evaluation assets	(358,558)	(302,697)
Exploration and evaluation assets advances	-	(24,000)
<b>Net cash used in investing activities</b>	<b>(358,558)</b>	<b>(326,697)</b>
<b>Cash flows from financing activities</b>		
Issuance of common shares for cash	-	270,000
Share issuance costs	(398)	(487)
<b>Net cash (used in)/ provided by financing activities</b>	<b>(398)</b>	<b>269,513</b>
<b>Net change in cash for the period</b>	<b>(536,614)</b>	<b>528,135</b>
<b>Cash - beginning of the period</b>	<b>1,559,040</b>	<b>358,619</b>
<b>Cash - end of the period</b>	<b>\$ 1,022,426</b>	<b>\$ 886,754</b>

Supplemental disclosure with respect to cash flows:

Interest received in cash	\$ 2,900	\$ 6,176
Interest paid in cash	\$ -	\$ -
Income taxes paid in cash	\$ -	\$ -

*Non-cash transactions:*

Accrual of exploration and evaluation asset expenditures	\$ 185,249	\$ 198,555
Depreciation included in exploration and evaluation assets	\$ 9,467	\$ 12,734
Allocation of exploration and evaluation advances	\$ 37,520	\$ 20,430

## **1 NATURE OF OPERATIONS AND GOING CONCERN**

Dolly Varden Silver Corporation (the “Company”) was incorporated under the Canada Business Corporation Act in the Province of British Columbia on March 4, 2011. The Company’s primary business is the acquisition, exploration, evaluation and development of exploration and evaluation assets and it is considered to be in the exploration and evaluation stage. The Company’s registered head office is suite 611 – 675 West Hastings Street, Vancouver, BC V6B 1N2.

The Company owns interests in multiple mineral titles and claims. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves and confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements and to complete the development of properties and upon future profitable production or proceeds from the disposition thereof.

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At March 31, 2015, the Company had incurred accumulated losses of \$10,266,502 (December 31, 2014: accumulated loss of \$9,878,858) since inception, and has a working capital of \$733,587 (December 31, 2014: \$1,342,756). The Company expects to incur further losses in the development of its business and accordingly there is material uncertainty in the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent upon its ability to continue to raise adequate financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

## **2 SIGNIFICANT ACCOUNTING POLICIES**

### **(a) Statement of Compliance**

These condensed interim financial statements have been prepared in accordance with IAS 1 “Presentation of Financial Statements” (“IAS 1”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The financial statements were approved by the board of directors of the Company on May 11, 2015.

### **(b) Basis of Presentation**

The condensed interim financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these condensed interim financial statements are in accordance with IFRS and have not been audited.

These condensed interim financial statements do not include all the notes required for full annual financial statements.

The significant accounting policies for the periods are consistent with those disclosed in the audited annual financial statements of the Company for the year ended December 31, 2014 except as specified

**DOLLY VARDEN SILVER CORPORATION**  
Notes to the Condensed Interim Financial Statements  
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**2 SIGNIFICANT ACCOUNTING POLICIES – (cont'd)**

below. The accompanying unaudited condensed interim financial statements should be read in conjunction with the Company's audited annual financial statements for the year ended December 31, 2014.

For the comparative condensed interim financial statements, the Company re-classified certain 2014 accounts in order to conform with the 2015 presentation.

**(c) Accounting standards, amendments and interpretations issued but not yet effective**

The following new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2015, and have not been applied in preparing these financial statements.

*IAS 16 & IAS 38 – Classification of Acceptable Methods of Depreciation and Amortization* clarifies that the use of a revenue-based depreciation and amortization method is not appropriated, and provides a rebuttable presumption for intangible assets. The effective date of IAS 16 & IAS 38 is January 1, 2016. The Company is assessing the impact of this new standard, if any, on the financial statements.

*IFRS 9 – Financial Instruments: Classification and Measurement* applies to classification and measurement of financial assets and liabilities as well as derecognition of financial instruments. IFRS 9 will replace IAS 39. The effective date of IFRS 9 is January 1, 2018. The Company is assessing the impact of this new standard, if any, on the financial statements.

**3 PREPAID EXPENSES**

Prepaid expenses consist of:

	March 31, 2015	December 31, 2014
Trade show/Conference	\$ -	\$ 3,441
Insurance	917	3,666
Marketing services <sup>(1)</sup>	88,250	138,750
Other	1,234	1,367
	<u>\$ 90,401</u>	<u>\$ 147,224</u>

<sup>(1)</sup> In August 2014, the Company engaged two separate firms to perform marketing services for the following 12 months and prepaid the contracts. The amounts as at March 31, 2015 and December 31, 2014 represent the unexpensed amounts for future service.

**4 RECEIVABLES**

Receivables consist of:

	March 31, 2015	December 31, 2014
GST/HST	\$ 13,410	\$ 69,244
Accrued interest on GICs	6,125	4,991
BC METC <sup>(1)</sup>	40,000	40,000
Other <sup>(2)</sup>	-	20,107
	<u>\$ 59,535</u>	<u>\$ 134,342</u>



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**4 RECEIVABLES – (cont’d)**

<sup>(1)</sup> Refers to the BC Mining Exploration Tax Credit (“BC METC”), a government assistance program that gives refundable tax credits at 20% of certain qualified mining exploration expenditures.

<sup>(2)</sup> Refers to collateral of \$20,000 and accrued interest for a corporate credit card. The card was cancelled in late 2014 and the collateral and interest received subsequent to year end.

**5 EQUIPMENT**

	Boat	Dock	Tents & trailers	Equipment	Vehicles	Gas tank	Computer Hardware	Total
<b>Cost</b>								
<b>At December 31, 2014</b>	\$ 43,095	\$ 15,571	\$ 138,521	\$ 51,879	\$ 129,136	\$ 40,000	\$ 10,346	\$ 428,548
Additions	-	-	-	-	-	-	-	-
<b>At March 31, 2015</b>	<b>\$ 43,095</b>	<b>\$ 15,571</b>	<b>\$ 138,521</b>	<b>\$ 51,879</b>	<b>\$ 129,136</b>	<b>\$ 40,000</b>	<b>\$ 10,346</b>	<b>\$ 428,548</b>
<b>Accumulated depreciation</b>								
<b>At December 31, 2014</b>	\$ 18,615	\$ 2,554	\$ 94,414	\$ 20,831	\$ 91,361	\$ 12,298	\$ 10,346	\$ 250,419
Depreciation for the period	918	163	3,308	1,552	2,833	693	-	9,467
<b>At March 31, 2015</b>	<b>\$ 19,533</b>	<b>\$ 2,717</b>	<b>\$ 97,722</b>	<b>\$ 22,383</b>	<b>\$ 94,194</b>	<b>\$ 12,991</b>	<b>\$ 10,346</b>	<b>\$ 259,886</b>
<b>NET BOOK VALUE</b>								
<b>At December 31, 2014</b>	<b>\$ 24,480</b>	<b>\$ 13,017</b>	<b>\$ 44,107</b>	<b>\$ 31,048</b>	<b>\$ 37,775</b>	<b>\$ 27,702</b>	<b>\$ -</b>	<b>\$ 178,129</b>
<b>At March 31, 2015</b>	<b>\$ 23,562</b>	<b>\$ 12,854</b>	<b>\$ 40,799</b>	<b>\$ 29,496</b>	<b>\$ 34,942</b>	<b>\$ 27,009</b>	<b>\$ -</b>	<b>\$ 168,662</b>

**6 EXPLORATION AND EVALUATION ASSETS**

*Dolly Varden Property*

During 2011, the Company purchased the Dolly Varden Property, consisting of fee simple titles, mineral claims and mineral tenures in respect of certain lands located in the Kitsault area of British Columbia. A finder’s fee of \$62,500 was paid through the issuance of shares to a shareholder of the Company. The property is subject to a 2% net smelter return royalty (“NSR”) of which one half (or 1% NSR) can be repurchased by the Company for \$1,000,000 at any time. A company in which a former director holds an indirect 20% interest holds the 2% NSR and held a License agreement for use of nearby staging area at a monthly cost to the Company of \$2,500 through to June 30, 2014. Other directors no longer have any entitlement of interest in the company that holds the 2% NSR and License agreement. The License agreement for use of the nearby staging area was extended from July 1 to December 31, 2014 at a monthly cost of \$3,000; and was again extended from January 1, 2015 to December 31, 2015 at a monthly cost of \$3,500, which was paid in a single installment of \$42,000 on April 16, 2015.

The Company has provided deposits totalling \$91,000 (December 31, 2014 - \$91,000) as reclamation bonds for the property.

**6 EXPLORATION AND EVALUATION ASSETS (cont'd)**

***Iskut Property***

On January 30, 2012, the Company acquired 100% ownership in the Iskut property in Northern BC. In December 2013, the Iskut property claims were allowed to lapse and the Company wrote down the capitalized costs related to the property to \$Nil. The total amount of the write down was \$93,031.

***Musketeer Property***

On March 18, 2013, the Company entered into an option agreement to acquire a 100% interest in the Musketeer property located in Northwestern BC Canada for \$1,050,000 payable over four years, subject to a 2% NSR. The Company has the option to reduce the NSR by 1% by paying \$1,750,000 to the royalty holders within 3 years of acquiring the Musketeer property.

The Company paid an aggregate option payment of \$350,000 in fiscal 2013 and the second option payment of \$233,333 in fiscal 2014. In early 2015, the remaining two payments were renegotiated such that \$100,000 is deferred until February 2018 (\$50,000 from each of the 2015 and 2016 payments), with a renegotiation fee of \$10,000 due with the February 2015 payment. The remaining option payments are due as follows:

February 12, 2016	\$183,334
February 11, 2018	\$100,000

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**6 EXPLORATION AND EVALUATION ASSETS (cont'd)**

The following is a summary of acquisition costs and exploration expenditures in exploration and evaluation assets for the three months ended March 31, 2015:

	Balance as at December 31, 2014	Dolly Varden Property	Musketeer Property	Balance as at March 31, 2015
<b>Acquisition Costs</b>				
Finders' fees	\$ 62,500	\$ -	\$ -	\$ 62,500
Legal fees	93,926	-	-	93,926
Property acquisition	3,130,134	-	193,333	3,323,467
<b>Total acquisition costs</b>	<b>\$ 3,286,560</b>	<b>\$ -</b>	<b>\$ 193,333</b>	<b>\$ 3,479,893</b>
<b>Exploration Costs</b>				
Assay	\$ 457,620	\$ 2,925	\$ 1,044	\$ 461,589
Camp, food, supplies and misc.	1,520,400	3,789	1,352	1,525,541
Claim maintenance	167,446	1,290	460	169,196
Data and sampling analysis	395,462	-	-	395,462
Depreciation	240,073	6,977	2,490	249,540
Drilling	1,729,952	-	-	1,729,952
Equipment and warehouse rental	1,117,093	20,511	7,319	1,144,923
Field labour and support	808,064	-	-	808,064
Field project and management	2,527,243	11,608	4,142	2,542,993
Fuel	485,399	-	-	485,399
Geological and Geoscience consulting	2,096,743	45,288	16,161	2,158,192
Geotechnical studies	629,156	-	-	629,156
Mapping and modelling	972,674	20,910	7,462	1,001,046
Road and drill pad preparation	754,549	-	-	754,549
Site preparation	156,318	-	-	156,318
Survey and assessment	385,973	-	-	385,973
Transport, travel and accomodation	2,685,722	4,205	1,501	2,691,428
Cost recovery - BC METC	(2,151,444)	-	-	(2,151,444)
<b>Total exploration costs</b>	<b>\$ 14,978,443</b>	<b>\$ 117,503</b>	<b>\$ 41,931</b>	<b>\$ 15,137,877</b>
<b>Write-down of Exploration and Evaluation Assets</b>				
	\$ (93,031)	\$ -	\$ -	\$ (93,031)
<b>Total Exploration and Evaluation Assets</b>	<b>\$ 18,171,972</b>	<b>\$ 117,503</b>	<b>\$ 235,264</b>	<b>\$ 18,524,739</b>

At March 31, 2015, the Company has advanced \$59,862 (December 31, 2014 - \$97,382) for upcoming exploration work to various suppliers.

**DOLLY VARDEN SILVER CORPORATION**  
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**7 ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Consists of:

	March 31, 2015	December 31, 2014
Trade payables <sup>(1)</sup>	\$ 57,714	\$ 56,032
Exploration and evaluation asset payables and accruals <sup>(2)</sup>	185,248	238,027
Other accrual <sup>(3)</sup>	195,813	203,791
	<u>\$ 438,775</u>	<u>\$ 497,850</u>

(1) Includes \$5,753 (December 31, 2014 - \$8,432) owed to directors and officers.

(2) Includes \$158,141 (December 31, 2014 - \$158,141) payable to a Company owned by a former director and officer of the company.

(3) Includes \$149,313 (December 31, 2014 - \$161,151) payable to independent directors for directors' fees outstanding as deferred share units "DSU", described more fully in note 8.

**8 SHARE CAPITAL AND RESERVES**

**Share Capital:**

Authorized: Unlimited common shares without par value

*(a) During the year ended December 31, 2014, the Company issued the following common shares:*

- (i) On February 14, 2014, the Company issued 2,700,000 common shares pursuant to the exercise of warrants for proceeds of \$270,000.
- (ii) On July 30, 2014, the Company completed its first tranche of a non-brokered private placement by issuing 750,000 common shares at \$0.12 per share and 5,541,711 flow-through shares at \$0.12 per share for total gross proceeds of \$665,005 in cash and \$90,000 in prepaid services. The Company issued 252,632 warrants as finders' fees, exercisable at \$0.15 per share, expiring on July 29, 2015. The warrants had a fair value of \$9,852, measured using the Black-Scholes method.

On August 15, 2014, the Company completed the second and final tranche of the non-brokered private placement by issuing 40,900,000 flow-through shares at \$0.12 per share for total gross proceeds of \$4,832,400 in cash and \$75,600 in prepaid services. The Company issued 3,256,000 warrants as finders' fees, exercisable at \$0.15 per share, expiring on August 14, 2015. The warrants had a fair value of \$104,192, measured using the Black-Scholes method.

Additionally, the Company paid a total of \$421,036 in finders' fees for both tranches.

*(b) During the three months ended March 31, 2015, the Company issued the following common shares:*

- (i) There were no common shares issued by the Company during the three months ended March 31, 2015.

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**8 SHARE CAPITAL AND RESERVES (cont'd)**

**Warrants:**

Warrant transactions summarized as follows:

	<u>Number of Warrants</u>	<u>Weighted Average Exercise Price</u>
Balance, January 1, 2014	6,826,550	\$ 0.12
Issued for financing	3,508,632	\$ 0.15
Expired	(2,512,800)	\$ 0.11
Exercised	(2,700,000)	\$ 0.10
Balance, December 31, 2014	<u>5,122,382</u>	<u>\$ 0.16</u>
Expired	<u>(1,613,750)</u>	<u>\$ 0.18</u>
Balance, March 31, 2015	<u>3,508,632</u>	<u>\$ 0.15</u>

At March 31, 2015, share purchase warrants were outstanding as follows:

<u>Number of Warrants</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
252,632	\$ 0.15	July 29, 2015
<u>3,256,000</u>	\$ 0.15	August 14, 2015
<u><u>3,508,632</u></u>		

The weighted average remaining contractual life of the warrants outstanding as at March 31, 2015 was 0.25 years.

**Stock Options:**

The Company has a stock option plan under which it is authorized to grant options to executive officers, directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option shall be no less than the discounted market price of the Company's shares prior to the grant as in accordance with TSX Venture Exchange policies. Options are granted for a maximum term of 10 years. Vesting is at the discretion of the Board of directors. In the absence of a vesting schedule, such options shall vest immediately.

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**8 SHARE CAPITAL AND RESERVES (cont'd)**

Stock option transactions are summarized as follows:

	<u>options</u>	<u>Exercise Price</u>
Outstanding at - January 1, 2014	13,139,750	\$ 0.22
Granted for services	460,250	\$ 0.16
Forfeited	<u>(1,900,000)</u>	\$ 0.21
Outstanding at - December 31, 2014	11,700,000	\$ 0.22
Granted for services	2,150,000	\$ 0.07
Forfeited	<u>(1,900,000)</u>	\$ 0.23
Outstanding at -March 31, 2015	<u>11,950,000</u>	\$ 0.19
Number of options exercisable at March 31, 2015	<u>11,950,000</u>	

As at March 31, 2015, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

<u>Number of options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
3,700,000	\$ 0.25	January 30, 2017
500,000	\$ 0.07	February 26, 2017
750,000	\$ 0.35	March 1, 2017
500,000	\$ 0.20	June 4, 2017
1,150,000	\$ 0.18	March 18, 2018
3,239,750	\$ 0.16	July 26, 2018
60,250	\$ 0.16	February 14, 2019
400,000	\$ 0.16	June 16, 2019
<u>1,650,000</u>	\$ 0.07	February 26, 2020
<u>11,950,000</u>		

The weighted average remaining contractual life of the stock options outstanding as at March 31, 2015, was 3.12 years.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted:

	<u>Three months ended March 31,</u>	
	<u>2015</u>	<u>2014</u>
Risk free interest rate	0.71%	1.64%
Expected dividend yield	0%	0%
Annualized stock price volatility	113.37%	124.52%
Expected life of options	4.3 years	5 years
Expected forfeiture rate	0%	0%

**8 SHARE CAPITAL AND RESERVES (cont'd)**

**Deferred share units (“DSU”):**

The Company has a DSU plan which entitles the Directors to receive the cash equivalent of the DSUs when they retire from the Company. For the period ended March 31, 2015, the Company recognized the compensation cost for DSUs as a recovery of \$11,838 (March 31, 2014 – expense of \$19,845) as directors’ fees with a corresponding liability recorded as accrued liabilities. The amount represents \$33,116 (March 31, 2014 - \$37,778) as the dollar value of directors’ fees for the period, less a reduction in the total liability for the DSU plan of \$44,954 (March 31, 2014 - \$17,933) arising as a result of the drop in common share market value. In addition to directors’ fees from the DSU plan, a total of \$32,500 (March 31, 2014 - \$Nil) was paid to directors during the quarter.

**9 CAPITAL DISCLOSURE**

The Company’s objectives when managing capital are to safeguard its ability to continue as a going concern to pursue other business opportunities and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The capital of the Company consists of share capital, warrants and options.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets.

The Company is dependent on the capital markets as its main source of operating capital and the Company’s capital resources are largely determined by the strength of the junior public markets, by the status of the Company’s projects in relation to these markets and its ability to compete for investor support of its projects. The Company is not subject to any externally imposed capital requirements. There have been no changes to the Company’s approach to capital management during the three month period ended March 31, 2015.

**10 RELATED PARTY TRANSACTIONS**

During the three months ended March 31, 2015 and 2014, the Company incurred the following amounts charged by officers and directors (being key management personnel) and companies controlled and/or owned by officers and directors of the Company in addition to the related parties transactions disclosed elsewhere in these financial statements:

	<b>Three months ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
Costs included in exploration and evaluation assets	\$ 40,500	\$ -
Directors’ fees (dollar value before share price adjustment)	65,616	37,778
Management and consulting fees	49,727	62,100
Share-based compensation	70,950	-
	<u>\$ 226,793</u>	<u>\$ 99,878</u>

At March 31, 2015, included in accounts payable and accrued liabilities is \$313,207 (December 31, 2014 - \$327,724) owed to directors, former directors, an officer, and a company owned by a former director and officer of the Company. These amounts are unsecured, non-interest bearing and are due on demand.

## **11 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash, receivables, deposits, and accounts payable and accrued liabilities.

### *Financial instruments*

Cash and deposits are measured at fair value using level one as the basis for measurement in the fair value hierarchy. The carrying value of receivables, and payables and accrued liabilities, approximate fair value because of the short-term nature of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

### *Credit risk*

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash consists of bank balances and demand Guaranteed Investment Certificates at reputable financial institutions, from which management believes the risk of loss to be remote. Financial instruments also included receivables from government agencies.

The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions.

### *Liquidity risk*

The Company's ability to remain liquid over the long term depends on its ability to obtain additional financing through the issuance of additional securities, the entering into credit facilities or the entering into joint ventures, partnerships or other similar arrangements. As at March 31, 2015, the Company had a cash balance of \$1,022,426 to settle current liabilities of \$438,775. The Company's current policy is to invest excess cash in demand Guaranteed Investment Certificates issued by its banking institutions.

### *Interest rate risk*

The Company has cash balances subject to fluctuations in the prime rate. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as investments are redeemable at anytime and interest can be earned up to the date of redemption.



**11 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)**

*Price risk*

The Company is exposed to price risk with respect to commodity prices. The Company's future mining operations will be significantly affected by changes in the market prices for silver. Precious metal prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, investment decisions by large holders of commodities, and stability of exchange rates can all cause significant fluctuations in commodity prices.

**12 SUBSEQUENT EVENT**

Subsequent to the period-end, the License agreement (Note 6) for use of the nearby staging area at the Dolly Varden property was extended from January 1, 2015 to December 31, 2015 at a monthly cost of \$3,500, which was paid in a single installment of \$42,000 on April 16, 2015.

**13 COMMITMENT**

The Company is obligated to spend \$1,638,670 in eligible flow-through expenditures by December 31, 2015.