



**Three and nine months ended September 30, 2015 and 2014**

*(Expressed in Thousands of United States Dollars)*

*(Unaudited)*

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

*This Management's Discussion and Analysis ("MD&A") should be read in conjunction with Endeavour Mining Corporation's ("Endeavour Mining" or the "Corporation") unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2015 and related notes thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This Management's Discussion and Analysis contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. The reader is cautioned not to place undue reliance on forward-looking statements. All figures are in United States Dollars, unless otherwise indicated. Tabular amounts are in thousands of United States Dollars, except per share amounts and where otherwise indicated. This Management's Discussion and Analysis is prepared as of November 13, 2015. Additional information relating to the Corporation, including the Corporation's Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).*

## **OVERVIEW**

Endeavour Mining is a Canadian listed intermediate gold producer with four operating mines in West Africa, currently producing at a combined rate of over 500,000 ounces per year. Our assets are comprised of the Agbaou Gold Mine in Côte d'Ivoire, the Nzema Gold Mine in Ghana, the Tabakoto Gold Mine in Mali, the Youga Gold Mine in Burkina Faso and the permitted Houndé Gold Project in Burkina Faso. For the three months ended September 30, 2015, we achieved gold production of 124,893 ounces with an operating EBITDA<sup>1</sup> of \$36.3 million.

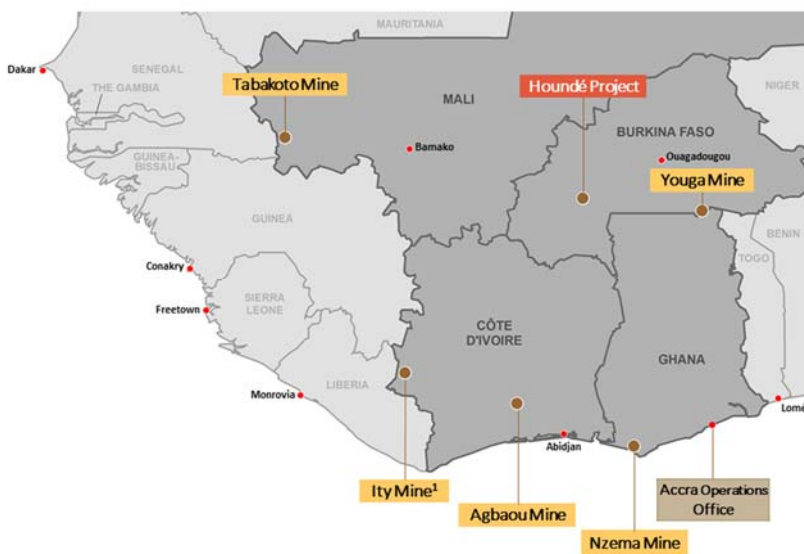
On September 21, 2015, Endeavour announced that it had entered into a long term strategic partnership with La Mancha Holding S.à.r.l., a privately-held gold investment company controlled by the Sawiris family. As part of the agreement, Endeavour Mining will acquire La Mancha's indirect 55% interest in the Ity Gold Mine in Côte d'Ivoire, plus various regional exploration properties, the feasibility study stage Ity CIL project, and La Mancha will also contribute \$63 million cash with the acquired businesses. The Ity mine is expected to produce approximately 80,000 from the current heap leach operation, bringing Endeavour's combined rate of production from approximately 500,000 to approximately 580,000 ounces per year. With the completion of the transaction, La Mancha will be issued new Endeavour Mining shares representing 30% of the enlarged share capital. The long term strategic partnership was approved by shareholders on November 5, 2015 with 93.4% voting in support, and it is now only subject to certain final closing conditions.

As of December 31, 2014, our mines and projects had Proven and Probable Mineral Reserves ("2P reserves") totaling approximately 4.5 million ounces. The La Mancha transaction will add significantly to Endeavour's reserve base, with 55% attributable to Endeavour of 1.6 million ounces of 2P reserves and 55% of 2.9 million ounces of Measured & Indicated Resources. Endeavour Mining's shares are listed on the Toronto Stock Exchange (symbol EDV), the Australian Securities Exchange (symbol EVR), and quoted in the United States on the OTCQX International (symbol EDVMF). Endeavour Mining is currently in the process of requesting approval from the ASX Limited for its removal from the official list of the Australian Securities Exchange.

<sup>1</sup> AISC, all-in sustaining costs at the mine level, cash costs, operating EBITDA, all-in sustaining margin, free cash flow and adjusted earnings are non-GAAP financial performance measures with no standard meaning under IFRS, further discussed in the section Non-GAAP Measures. Throughout this MD&A, the realized price is the realized average gold price received for all ounces sold.

**ENDEAVOUR MINING CORPORATION**  
**Management’s Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

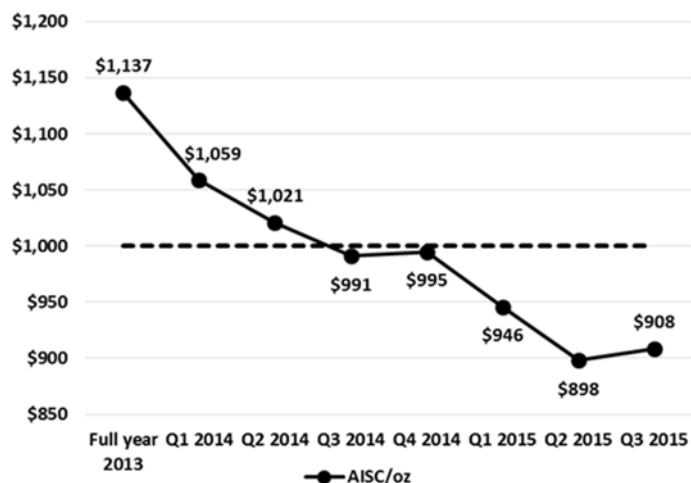
The following figure shows the locations of our principal properties and operations in West Africa:



<sup>1</sup> Endeavour is acquiring the 55% interest of the Ity Mine as part of the strategic partnership with the Sawiris family.

In 2015, Endeavour Mining has shifted from two years of executing a capital intensive strategy of optimizing our existing mines and building a new, longer life and higher margin operation, to maximizing cash flow and reducing net debt on our balance sheet. The Corporation’s primary focus is on our loan repayment objectives and preparing for the construction decision at Houndé.

Endeavour Mining has made substantial progress in optimizing the performance of its mines, as demonstrated by the 20% decline in all in sustaining cost per ounce sold (“AISC”) since 2013. AISC of \$908 for the current quarter demonstrates continued significant improvements in our operations as well as the benefit of the decline of crude oil prices and favourable exchange rates. The Corporation is on track to meet its stated 2015 goal of achieving and maintaining AISC in the full year guidance of \$930 - \$980 per gold ounce sold.



**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

For the nine months ended September 30, 2015, gold production of 379,802 ounces at an AISC of \$917 generated an AISC margin of \$98.2 million at a realized gold price of \$1,178. Non-sustaining capital and exploration of \$25.7 million leaves free cash flow before tax and financing fees at 72.5% of full year guidance.

	<b>Actual Nine-months to Sept 30, 2015</b>	<b>Full year 2015 Guidance range Mid-point</b>
Gold production (ounces)	379,802	487,500
Gold sold (ounces)	377,468	487,500
Gold price (US\$/oz)	\$1,178	\$1,200
	<b>US\$ M</b>	<b>US\$ M</b>
Revenue	\$444.5	\$585
Less: AISC costs	346.3	465
AISC Margin	98.2	120
Less: Non-sustaining capital & exploration	25.7	20
Free cash flow (before tax & financing costs)	<u>\$72.5</u>	<u>\$100</u>

In July 2015, the Corporation continued its debt reduction program with a second \$20.0 million voluntary repayment following \$20.0 million repaid in April 2015. The Corporation's undrawn portion of the credit facility is \$90.0 million, which remains fully available for general corporate purposes.

Endeavour Mining continues to evaluate organic and strategic growth opportunities that will benefit from our management and operational expertise. As mentioned previously, on September 21, 2015, Endeavour announced that it had entered into a long term strategic partnership with La Mancha Holding S.à.r.l., a privately-held gold investment company controlled by the Sawiris family, which is in line with this strategic growth objective. Endeavour's new strategic partner has also expressed an in-principle commitment to invest up to \$75 million in additional funds to support Endeavour Mining's growth.

The fully permitted Houndé Gold Project continues to be the key construction project in our future plans. Currently our Construction Services Team is increasing our in-country presence and further developing and enhancing our government and local community relationships in Ouagadougou, and on-site at Houndé. Our community and social sensitization plans are well underway along with the implementation of human resource, financial and logistical support services that are necessary to be in place prior to project commencement. These early efforts and Endeavour Mining's pre-project planning is being done to facilitate a construction decision in early 2016, which will consider several factors including the gold price outlook.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**HIGHLIGHTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015**

- Gold production of 124,893 ounces and sales of 123,002 ounces at an AISC of \$908 compared to production of 117,612 ounces and 114,082 ounces sold at an AISC of \$991 for the three months ended September 30, 2014.
- The Agbaou Mine continued to outperform expectations producing 43,802 ounces of gold at an AISC of \$583 per ounce, above guidance range in production and below guidance in AISC.
- Voluntary debt repayments against the existing revolving credit facility continued with a second \$20.0 million paid in July following \$20.0 million paid in April 2015.
- Operating EBITDA of \$36.3 million (year to date \$134.2 million) was achieved in the quarter compared to \$35.5 million achieved for the same period in the prior year (2014 year to date \$111.8 million).
- All-in sustaining margin of \$26.1 million was achieved in the current period and \$98.2 million year to date, which compares favorably with prior year figures of \$32.1 million and \$89.7 million, respectively. Cash generated from operating activities of \$27.5 million compares to \$22.6 million in the prior year comparable period.
- Net earnings of \$6.7 million resulted in earnings attributable to shareholders of the Corporation of \$3.5 million or \$0.01 per share, compared to net earnings of \$1.9 million or \$0.00 per share for the comparable period in 2014.

The following table summarizes the consolidated operating results for the three and nine months ended September 30, 2015 and 2014:

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
<b>Operating Data:</b>				
Gold ounces produced <sup>1</sup> :	124,893	117,612	379,802	346,041
Gold ounces sold <sup>1</sup> :	123,002	114,082	377,468	344,533
Realized gold price (\$/ounce)	1,121	1,273	1,178	1,288
Cash cost per gold ounce sold (\$/ounce) <sup>2</sup>	710	814	712	848
All-in sustaining costs per gold ounce sold (\$/ounce) <sup>2</sup>	908	991	917	1,023
Sustaining capital (US dollars in thousands) <sup>2</sup>	11,758	7,768	38,527	19,999
<b>Financial Data</b> (US dollars in thousands)				
Revenues	137,859	145,223	444,553	435,832
Royalties	6,650	6,817	21,310	21,650
All-in sustaining margin <sup>2</sup>	26,148	32,133	98,233	89,698
Net earnings and total comprehensive earnings	6,704	2,056	57,244	11,957

<sup>1</sup> Gold ounces produced and sold in 2014 includes pre-commercial production ounces from the Agbaou Mine which achieved commercial production on January 27, 2014.

<sup>2</sup>Cash cost, AISC, sustaining capital and all-in sustaining margin are non-GAAP financial performance measures with no standard meaning under IFRS. Refer to the section Non-GAAP Measures. Throughout this MD&A, the Corporation excludes royalties in its calculation of cash costs.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**OUTLOOK**

***2015 Corporate Objectives***

With significant investments completed in 2014 and the optimization of the operations showing the benefits realized by the investments, Endeavour Mining is focusing on the next stage of growing shareholder value, with the recent shareholder-approved long term strategic partnership with the Sawiris family. Guidance associated with the four mines (ex-Ity) remains unchanged from that disclosed as part of the MD&A for the year ended December 31, 2014. Endeavour Mining has focused on optimizing current operations, as well as lowering overall costs to sustainable levels and improving cash flows at its producing gold mines. Endeavour Mining is also advancing its Houndé Project, permitted early in 2015, for which the increased reserves and resources based on the 2014 exploration program highlight the significant value to be unlocked as Endeavour Mining continues to demonstrate Houndé's robust economics. The potential development of Houndé would benefit from Endeavour Mining's operating experience in Burkina Faso and recent construction experience in West Africa at Agbaou and Nzema. It is expected that the Houndé project can be built and self-financed from cash flows from existing and ongoing operations at a gold price of \$1,200 or greater, together with lease financing, the use of our existing corporate credit facility, and funds that will be received from the long term strategic partnership with the Sawiris family.

The Corporation is focused in 2015 on the following five objectives:

- Producing in the guidance range of 475,000 to 500,000 ounces of gold;
- Maintaining all-in sustaining costs in or below the guidance range of \$930 - \$980 per ounce;
- Being profitable;
- Utilizing positive cash flow generation to reduce debt; and
- Extending its mine lives through exploration success and conversion of resources to reserves.

The La Mancha transaction will contribute to all five of these objectives. On a pro forma basis, Endeavour Mining will generate annual gold production at a rate of 580,000 ounces from five operations across West Africa. The Ity Gold Mine will contribute to maintaining all in sustaining costs below guidance and increasing reserves and resources, which is expected to result in overall increased profitability. The cash injection from the transaction will reduce the net debt position resulting in a strengthened balance sheet and further growth opportunities in West Africa, including the Ity CIL project upside potential. The financial results of the Ity Gold Mine will be consolidated into Endeavour Mining's results from the closing date. Additionally, the Corporation received shareholder approval to consolidate its issued shares on a one 'new' to ten 'old' basis.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**OPERATIONS REVIEW**

**Agbaou Gold Mine, Côte d'Ivoire**

The following table summarizes the operating results of the Agbaou Gold Mine for the three and nine months ended September 30, 2015 and 2014:

<b>Operating Data:</b>	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
Tonnes of ore mined (000's)	707	669	2,065	1,945
Average gold grade mined (grams/tonne)	2.04	2.28	1.98	1.99
Tonnes of ore milled (000's)	746	603	1,917	1,612
Average gold grade milled (grams/tonne)	2.00	2.23	2.19	1.94
Gold ounces produced:	43,802	43,428	129,633	99,392
Gold ounces sold:	43,304	41,919	128,921	99,438
Realized gold price (\$/ounce)	1,122	1,268	1,181	1,287
Cash cost per gold ounce sold (\$/ounce) <sup>1</sup>	515	467	466	561
All-in sustaining costs per gold ounce sold (\$/ounce) <sup>1</sup>	583	590	592	647
Sustaining capital (US dollars in thousands) <sup>1</sup>	1,187	3,330	10,801	3,694
<b>Financial Data</b> (US dollars in thousands)				
Revenues	48,592	53,174	152,299	120,080
Royalties	1,748	1,855	5,431	4,338
All-in sustaining margin <sup>1</sup>	23,362	28,442	75,982	59,711

<sup>1</sup>Sustaining capital, all-in sustaining costs and all-in sustaining margin are non-GAAP financial performance measures with no standard meaning under IFRS. Refer to the section Non-GAAP Measures.

Agbaou continued its excellent performance during the third quarter. The soft nature of the oxide ore currently being processed continued into the third quarter and allowed above plan ore tons to be processed and higher recoveries to continue. AISC for the quarter of \$583 ended well below the range of guidance of \$690 to \$740 per ounce as a result of the above planned grades continuing in the soft ores, high mill throughput and strong recoveries. This is expected to continue into the last quarter of 2015. Agbaou generated \$22.7 million of operating cash flow and \$17.4 million of earnings from mine operations.

Sustaining capital of \$1.2 million for the quarter was primarily invested in waste capitalization (\$0.7 m).

The successful Agbaou drilling program continued in the West pit area and also on extensions to the North pit mineralization. High grade mineralization was identified in the Gamma and Beta areas. During the current quarter around 18,000 meters were drilled at Agbaou, primarily in reverse circulation holes. The Corporation has invested \$3.8 million year to date into the addition of new resources and reserves, the conversion of Inferred resources to Indicated, and the generation of new targets in highly prospective areas within the vicinity of the mine.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

***Nzema Gold Mine, Ghana***

The following table summarizes the operating results of the Nzema Gold Mine for the three and nine months ended September 30, 2015 and 2014:

<b>Operating Data:</b>	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
Tonnes of ore mined (000's)	231	343	1,031	1,024
Average gold grade mined (grams/tonne)	1.53	1.53	1.67	1.90
Tonnes of ore milled (000's)	450	401	1,337	1,187
Average gold grade milled (grams/tonne)	2.15	1.88	2.34	2.58
Gold ounces produced <sup>1</sup> :	27,405	24,886	87,226	89,319
Gold ounces sold:	28,072	24,231	87,878	88,642
Realized gold price (\$/ounce)	1,120	1,281	1,177	1,290
Cash cost per gold ounce sold (\$/ounce) <sup>2</sup>	874	917	866	844
All-in sustaining costs per gold ounce sold (\$/ounce) <sup>2</sup>	1,011	1,043	1,046	993
Sustaining capital (US dollars in thousands) <sup>2</sup>	2,083	1,368	9,942	6,846
<b>Financial Data</b> (US dollars in thousands)				
Revenues	31,454	31,050	103,407	114,331
Royalties	1,768	1,706	5,890	6,351
All-in sustaining margin <sup>2</sup>	3,060	5,777	11,481	26,309

<sup>1</sup> Includes purchased ore of 15,478 ounces and 41,513 ounces for the three and nine months ended September 30, 2015, and 8,840 ounces and 28,097 ounces in the comparable periods in 2014.

<sup>2</sup> Sustaining capital, all-in sustaining costs and all-in sustaining margin are non-GAAP financial performance measures with no standard meaning under IFRS. Refer to the section Non-GAAP Measures.

Nzema completed the third quarter with AISC of \$1,011 falling within the range of guidance of \$1,000 to \$1,050 per ounce. Mining during the third quarter was primarily from the Adamus and Akango pits with a total of 230,959 tonnes of ore mined, in addition to the use of purchased ore to optimize plant capacity and production, with purchased ore ounces contributing nearly double the production from the prior period. The rainy season contributed to both lower production from the mined pits as well the grade of some of the purchased ore, negatively affecting ounces produced. The current increased purchased ore availability is strategically being used to improve the mine's economics, operating margins and in the preservation of the mine's reserves in-situ. It is expected that this strategy will be utilized for the remainder of the year.

Sustaining capital of \$2.1 million for the quarter was primarily a result of waste capitalisation (\$0.8 m) and the TSF lift project (\$0.9 m).



**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

***Tabakoto Gold Mine, Mali***

The following table summarizes the operating results of the Tabakoto Gold Mine for the three and nine months ended September 30, 2015 and 2014:

<b>Operating Data:</b>	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
Tonnes of ore mined - Open pit (000's)	122	164	383	427
Average gold grade mined - Open pit (grams/tonne)	3.82	2.94	3.53	2.70
Tonnes of ore mined - Underground (000's)	254	230	794	527
Average gold grade mined - Underground (grams/tonne)	2.87	2.76	3.05	3.58
Tonnes of ore milled (000's)	408	391	1,195	1,114
Average gold grade milled (grams/tonne)	2.99	2.55	3.05	3.00
Gold ounces produced:	36,373	30,866	109,521	100,746
Gold ounces sold:	37,298	29,434	110,227	99,757
Realized gold price (\$/ounce)	1,120	1,278	1,174	1,288
Cash cost per gold ounce sold (\$/ounce) <sup>1</sup>	743	1,277	823	1,184
All-in sustaining costs per gold ounce sold (\$/ounce) <sup>1</sup>	1,032	1,451	1,048	1,346
Sustaining capital (US dollars in thousands) <sup>1</sup>	8,302	2,871	17,024	8,434
<b>Financial Data</b> (US dollars in thousands)				
Revenues	41,780	37,614	129,366	128,452
Royalties	2,493	2,254	7,731	7,686
All-in sustaining margin <sup>1</sup>	3,281	(5,095)	13,865	(5,821)

<sup>1</sup> Sustaining capital, all-in sustaining costs and all-in sustaining margin are non-GAAP financial performance measures with no standard meaning under IFRS. Refer to the section Non-GAAP Measures.

The Tabakoto complex, which includes the new Kofi C open pit, the Tabakoto underground mine, the Segala underground mine, and the Tabakoto mill delivered a significantly improved third quarter in comparison with that of the prior year comparable period. In the third quarter of 2015, Tabakoto's AISC of \$1,032 per ounce decreased significantly from \$1,451 per ounce in the third quarter of 2014 and compared to a guidance range for the year of \$950 to \$1,000 per ounce.

During the latter part of the quarter, the mine experienced several extreme rain fall events. This affected overall operations, in particular production from the North and South sections of the Tabakoto underground mine, reducing the grade of the material delivered to the mill, and dropping production below targeted levels. Additionally, the rains affected the handling and processing of Kofi open pit ore. The rainy season abated as expected in mid-October.

Tabakoto generated a positive all-in sustaining margin of \$3.3 million and \$6.9 million of earnings from mine operations. Sustaining capital of \$8.3 million for the quarter was primarily invested in Kofi C waste capitalization (\$2.3 m) and underground development at Segala (\$4.2 m) and Tabakoto (\$1.3 m).

***Tabakoto and Segala Underground Mines***

A total of 254,151 tonnes of ore was mined from the Tabakoto and Segala underground mines in the current quarter, contributing to just under 23,472 ounces of contained gold.

***Kofi C Deposit***

Kofi C contributed 14,953 ounces of contained gold in the current quarter from 121,831 tonnes of ore mined.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

*Tabakoto Exploration*

During the third quarter of 2015, \$3.4 million was spent on exploration at the Tabakoto complex. This was comprised of underground drilling at Tabakoto and Segala mines to establish additional resources and infill drilling of the Betea deposit on the Kofi Mining permit to improve resource classification and establish reserves of this deposit. Exploration is also designed to develop new targets in vicinity of the Tabakoto and Kofi deposits where previous high grade intersections have been encountered.

***Youga Gold Mine, Burkina Faso***

The following table summarizes the operating results of the Youga Gold Mine for the three and nine months ended September 30, 2015 and 2014:

	Three months ended Sept 30,		Nine months ended Sept 30,	
<b>Operating Data:</b>	2015	2014	2015	2014
Tonnes of ore mined (000's)	310	239	1,061	910
Average gold grade mined (grams/tonne)	2.14	2.51	2.17	2.45
Tonnes of ore milled (000's)	277	237	783	730
Average gold grade milled (grams/tonne)	2.13	2.65	2.27	2.66
Gold ounces produced:	17,313	18,432	53,422	56,584
Gold ounces sold:	14,328	18,498	50,442	56,696
Realized gold price (\$/ounce)	1,119	1,264	1,179	1,287
Cash cost per gold ounce sold (\$/ounce) <sup>1</sup>	895	729	828	736
All-in sustaining costs per gold ounce sold (\$/ounce) <sup>1</sup>	952	794	888	812
Sustaining capital (US dollars in thousands) <sup>1</sup>	186	199	760	1,025
<b>Financial Data</b> (US dollars in thousands)				
Revenues	16,033	23,385	59,480	72,969
Royalties	641	1,002	2,258	3,275
All-in sustaining margin <sup>1</sup>	2,389	8,698	14,681	26,932

<sup>1</sup> Sustaining capital, all-in sustaining costs and all-in sustaining margin are non-GAAP financial performance measures with no standard meaning under IFRS. Refer to the section Non-GAAP Measures

The Youga mine performed in line with expectations delivering another reliable quarter in gold production of 17,313 ounces. AISC of \$952 per ounce is below the range of guidance of \$975 to \$1,025 per ounce. During the quarter, the higher grade open pits which comprised the original Youga project pits were depleted and the Zergoré pit became the principal source of ore supply to the processing plant. Political unrest in Burkina Faso resulted in 2,994 ounces of finished gold production being carried over into October, affecting cash flow and to a lesser degree, earnings from mine operations. These sales were completed in the first week of October.

Sustaining capital of \$0.2 million for the quarter was invested in a small variety of mine maintenance requirements.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**DEVELOPMENT PROJECT REVIEW**

***Houndé Project, Burkina Faso, Pre-construction stage***

On February 19, 2015, Endeavour Mining announced an update to the year-end mineral reserves from the November 2013 Feasibility Study ("FS"). The Houndé Project now has 2.1 million ounces in Proven and Probable mineral reserves, an increase of 34% from the original reserves due to the expansion of the Vindaloo deposit and inclusion of two new deposits, Bouéré and Dohoun, both located within 14 kilometres of the proposed plant site.

The Vindaloo deposits and proposed plant site are approximately 2.7 kilometres from a paved highway and as close as 100 metres to a 225 kV power line that extends from Côte d'Ivoire through to Ouagadougou, the capital of Burkina Faso. A rail line that extends to the port of Abidjan, Côte d'Ivoire, lies approximately 25 kilometres west of the deposit area. The project will benefit from Endeavour Mining's experience operating the Youga Mine, also located in Burkina Faso, and the recent construction experience at the Agbaou Mine.

The highlights of the Houndé Project drilling and reserve and resource update include:

- Estimated average annual production of 190,000 ounces of gold per year over a 10 year mine life, with average annual production of 240,000 ounces expected over the first three years;
- Total Proven and Probable mineral reserve of 2.07 million ounces and life of mine production of 1.91 million ounces;
- An average 92.7% process recovery at a milling rate of 3.0 million tpa (nameplate) through a SAG/ball mill, gravity, CIL circuit;
- Owner operated open pit mining with reserves of 30.6 million tonnes grading 2.1 g/t Au;
- Initial start-up capital is estimated at \$325 million (including full mining fleet, working capital, import duties and contingency);
- Forecast life of mine all-in sustaining cost of \$714 per ounce;
- Based on a gold price of \$1,200 per ounce, the project yields an after-tax
  - Internal rate of return of 27.9%; and
  - Net present value of \$302 million @ 5%.

The Houndé Project is situated in the southwestern region of Burkina Faso just south of Semafo's Mana mine and the property totals approximately 1,000 square kilometres. The nearby town of Houndé has a population of approximately 22,000 people. Ownership is currently 100%, however, at production Endeavour Mining's ownership would decrease to 90% with the remaining 10% ownership held as a free carried interest by the Government of Burkina Faso.

Houndé Gold Project is fully permitted and it is expected that it can be built and self-financed from existing operations at a gold price of \$1,200 or greater, together with lease financing, the use of our existing corporate credit facility and funds received in the recently announced long term strategic partnership with the Sawiris family. Currently our Construction Services Team is increasing our in-country presence and further developing and enhancing our government and local community relationships in Ouagadougou, and on-site at Houndé. Community and social sensitization plans are well underway along with the implementation of human resource, financial and logistical support services that are necessary to be in place prior to project commencement. These early efforts and Endeavour Mining's pre-project planning are being undertaken to facilitate the construction decision in early 2016, which will consider several factors including the gold price outlook.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**QUARTERLY AND ANNUAL FINANCIAL AND OPERATING RESULTS**

The following tables summarize the Corporation's financial and operational information for the last eight quarters and three fiscal years. The significant factors affecting results in the quarters presented below are volatility of realized gold prices, the commencement of operations at the Agbaou Mine in the first quarter of 2014, and non-cash impairments of mineral interests.

(US dollars in thousands except per share amounts)	For the three months ended:			
	September 30, 2015	June 30, 2015	March 31, <sup>1</sup> 2015	December 31, 2014
Gold revenues	\$ 137,859	\$ 154,629	\$ 152,065	\$ 147,744
Gold ounces sold	123,002	129,614	124,850	123,354
Cash flows from operations	27,547	46,186	31,425	58,017
Earnings from mine operations	21,824	40,875	31,129	14,266
Net earnings (loss) and total comprehensive earnings (loss)	6,705	32,997	17,541	(340,157)
Net earnings (loss) attributable to shareholders of Endeavour Mining Corporation	3,503	26,677	12,715	(280,576)
Basic earnings (loss) per share	0.01	0.06	0.03	(0.68)
Diluted earnings (loss) per share	0.01	0.06	0.03	(0.68)

(US dollars in thousands except per share amounts)	For the three months ended:			
	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013
Gold revenues	\$ 145,223	\$ 153,398	\$ 137,211	\$ 104,232
Gold ounces sold	114,082	118,653	111,798	82,578
Cash flows from operations	22,587	25,266	21,746	(11,737)
Earnings (loss) from mine operations	15,256	22,913	23,461	(19,767)
Net earnings (loss) and total comprehensive earnings (loss)	2,056	952	8,953	(86,266)
Net earnings (loss) attributable to shareholders of Endeavour Mining Corporation	1,859	40	5,027	(74,720)
Basic earnings (loss) per share	0.00	0.01	0.01	(0.18)
Diluted earnings (loss) per share	0.00	0.01	0.01	(0.18)

<sup>1</sup> The presentation of the condensed interim consolidated financial statements as at and for the three months ended March 31, 2015 has been amended (for comparative purposes) to correct the deferred income tax expense for the quarter by \$4.6 million to reflect the appropriate tax basis of the Corporation's mineral interests at Tabakoto.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

(US dollars in thousands except ounces)	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012
Gold Revenues	\$ 583,576	\$ 443,314	\$ 365,318
Gold ounces sold	467,887	318,505	218,887
Cash flows from operations	127,438	43,834	93,373
Earnings from mine operations	75,897	11,136	94,850
Net loss and total comprehensive earnings loss	(328,200)	(371,715)	(8,556)
Net loss attributable to shareholders	(273,650)	(332,456)	(15,486)
Basic loss per share	(0.66)	(0.81)	(0.06)
Diluted loss per share	(0.66)	(0.81)	(0.06)
Total assets	963,875	1,273,993	1,726,124
Total long term financial liabilities	343,468	327,411	310,600
Total attributable shareholders' equity	464,352	737,057	1,062,439

*Three months ended September 30, 2015 compared to the three months ended September 30, 2014*

Net earnings attributable to shareholders were \$3.5 million, or \$0.01 per share, compared to net earnings of \$1.9 million, or \$0.00 per share, in the same period in 2014, attributable to the following components:

- Revenue for the third quarter of 2015 decreased by \$7.3 million to \$137.9 million from \$145.2 million in the same period in 2014. Gold ounces sold increased from 114,082 ounces in 2014 to 123,002 ounces for the third quarter of 2015. The realized price of gold per ounce for the third quarter of 2015 was \$1,121 compared to \$1,273 per ounce in the same period in 2014.
- Operating expenses for the third quarter of 2015 decreased by \$7.0 million to \$88.8 million due to the depreciation of the Euro against the USD affecting certain CFA input costs, the lower cost of diesel fuel, and the ongoing efforts in cost management in response to the low gold price environment.
- Depreciation and depletion for the third quarter of 2015 was \$20.6 million compared to \$27.3 million for the same prior year period in 2014 despite higher gold production, partially on account of lower mineral property values at the end of 2014.
- Earnings from mine operations for the third quarter of 2015 were \$21.8 million compared to \$15.3 million for the same period in 2014.
- Corporate costs for the third quarter of 2015 were \$4.7 million compared to \$4.1 million for the same period in 2014.
- Losses on financial instruments for the third quarter of 2015 were \$0.04 million compared to gains of \$4.7 million for the same period in 2014 as the Corporation's legacy hedge programs unwind.
- Finance costs for the third quarter of 2015 were \$7.1 million compared to \$7.6 million for the same period in 2014 primarily as a result of the lower balance of outstanding debt.
- The current income and other tax expense for the third quarter of 2015 was \$0.6 million compared to \$1.7 million for the same period in 2014. Deferred income tax expense for the third quarter of 2015 was \$1.2 million compared to \$1.7 million for the same period in 2014.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

*Nine months ended September 30, 2015 compared to the nine months ended September 30, 2014*

Net earnings attributable to shareholders were \$42.9 million, or \$0.10 per share, compared to \$6.9 million, or \$0.02 per share, in the same period in 2014, attributable to the following components:

- Revenue for the first nine months of 2015 increased by \$8.8 million to \$444.6 million from \$435.8 million in the same period in 2014. Gold ounces sold increased from 344,533 ounces in 2014 to 377,468 ounces for the first nine months of 2015. The realized price of gold per ounce for the first nine months of 2015 was \$1,178 compared to \$1,288 per ounce in the same period in 2014.
- Operating expenses for the first nine months of 2015 decreased by \$13.7 million to \$271.2 million with 2015 costs up due to the inclusion of the Agbaou mine for the full nine months offset by the same beneficial factors that affected the three months ended September 30, 2015.
- Depreciation and depletion for the first nine months of 2015 was \$58.2 million compared to \$67.6 million for the same prior year period in 2014.
- Earnings from mine operations for the first nine months of 2015 were \$93.8 million compared to \$61.6 million for the same period in 2014.
- Corporate costs for the first nine months of 2015 were \$13.2 million compared to \$14.2 million for the same period in 2014.
- Gains on financial instruments for the first nine months of 2015 were \$3.5 million compared to losses of \$10.3 million for the same period in 2014. Gains on foreign currency accounted for the majority of the gain in the current year, whereas \$5.8 million in losses on derivative assets and liabilities in the prior comparable period accounted for the majority of the losses.
- Finance costs for the first nine months of 2015 were \$23.8 million compared to \$21.3 million for the same period in 2014 primarily as a result of additional fees associated with the credit facility renewal.
- The current income and other tax expense for the first nine months of 2015 was \$3.9 million compared to \$6.4 million for the same period in 2014. Deferred income tax recovery for the first nine months of 2015 was \$5.4 million compared to \$5.7 million for the same period in 2014.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**LIQUIDITY AND CAPITAL RESOURCES**

On March 10, 2015, the Corporation renewed its \$350 million senior secured revolving corporate loan facility (the "Facility") with a syndicate of leading international banks. The Facility has a new maturity date of March 2020 and key terms including the following:

- The maturity date is five years from signing, March 9, 2020, and the available Facility amount declines with four equal semi-annual reductions of \$87.5 million commencing September 2018;
- The Facility includes standard corporate financial covenants, including:
  - Interest Cover shall not be less than 3 to 1, calculated on a rolling 12 month basis;
  - Net Debt to EBITDA shall not exceed 3.5 times, calculated on a rolling 12 month basis;
  - Minimum Tangible Net Worth shall not be less than US\$350 million.
- The interest is based on LIBOR plus a margin ranging between 3.75% and 5.75% per annum (sliding scale based on the actual Net Debt to EBITDA ratio).

The Facility is secured by shares of the Corporation's material gold mining subsidiaries and certain material assets of those subsidiaries.

With the investment phase of the Corporation's strategy winding down at the end of 2014 and its cash flows growing, the Corporation embarked on a debt reduction program with a second \$20.0 million repayment in July 2015 following \$20.0 million repaid in April 2015. With the drawn amount on the Facility at \$260 million as of the date of this MD&A, the Corporation's undrawn portion of the credit facility is \$90 million and remains fully available for general corporate purposes.

At September 30, 2015, Endeavour Mining had cash of \$31.8 million (December 31, 2014 – \$62.2 million). In addition, at September 30, 2015, Endeavour Mining held \$0.6 million of marketable securities (December 31, 2014 – \$0.8 million) and \$5.8 million in restricted cash (December 31, 2014 – \$4.5 million). Total working capital as at September 30, 2015 was \$33.3 million (December 31, 2014 - \$42.8 million).

The current quarter cash flow from operations was adversely affected by lower gold price compared to the first half of 2015, lower quantities of gold sold due to the timing of some gold pours at quarter end with the gold not sold until subsequent to quarter end as well the rainy season affecting gold production at Tabakoto and Nzema.

Net change in cash position for the three month period ending September 30, 2015, was a reduction of \$20.9 million, attributable to the following components of the consolidated cash flow statement:

- Operating activities generated \$27.5 million in comparison to \$22.6 million generated in the same period of the previous year primarily due to more robust mine operating earnings. Timing induced changes in working capital balances generated an outflow \$4.3 million of cash versus \$11.8 million in the comparable period in 2014.
- Investing activities used \$24.8 million in comparison with \$20.0 million used in the same period of the previous year. The current period outflow consisted primarily of \$13.0 million of sustaining capital including sustaining exploration, and \$12.6 million of non-sustaining investments. The sustaining capital related to capitalized waste and the normal course timing of planned mine capital investments and non-sustaining investments related primarily to non-sustaining capital at Tabakoto.
- Financing activities used cash of \$23.2 million in comparison to \$3.8 million in the prior comparable period. The current period outflows consisted primarily of the repayment of long term debt of \$20.0 million, refinancing fees of \$1.8 million and interest paid on the Facility amounting to \$0.4 million.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

Net change in cash position for the nine month period from December 31, 2014, was a reduction of \$30.4 million, attributable to the following components of the consolidated cash flow statement:

- Operating activities generated \$105.2 million in comparison to \$69.4 million generated in the same period of the previous year primarily due to more robust mine operating earnings. Timing induced changes in working capital balances generated an outflow \$20.6 million of cash versus \$28.6 million in the comparable period in 2014.
- Investing activities used \$68.6 million in comparison with \$70.0 million used in the same period of the previous year. The current period outflow consisted primarily of \$43.1 million of sustaining capital including sustaining exploration, and \$25.7 million of non-sustaining investments. The sustaining capital related to capitalized waste and the normal course timing of planned mine capital investments and non-sustaining investments related primarily to non-sustaining capital at Tabakoto.
- Financing activities used cash of \$64.6 million in comparison to \$17.4 million in the prior comparable period. The current period outflows consisted primarily of the repayment of long term debt of \$40.0 million, refinancing fees of \$8.5 million and interest paid on the Facility amounting to \$9.0 million.

In the opinion of management, Endeavour Mining's cash position and working capital at September 30, 2015, together with anticipated cash flows from operations, are sufficient to support the Corporation's ongoing operational requirements, planned sustaining investments, and commitments.

## **FINANCIAL INSTRUMENTS**

With the acquisition of the Nzema and Tabakoto mines by way of acquisitions of Adamus Resources and Avion Gold, Endeavour Mining inherited several hedge programs which have been reduced, amended and settled in the periods subsequent to the acquisitions. As at September 30, 2015, 40,927 ounces (8,764 in 2015 and 32,163 in 2016) of gold forward contracts remain outstanding with a fair value of the liability at \$3.3 million (December 31, 2014 - \$9.3 million), arising from contracted net proceeds to be received of \$1,032 per ounce. During the three and nine months ended September 30, 2015, the Corporation settled 8,059 and 23,236 ounces of gold forward contracts resulting in a realized loss of \$0.8 million and \$3.1 million, respectively. Additionally, during the nine months ended September 30, 2015, the Corporation settled the remaining 6,066 ounces of gold call options resulting in a realized loss of \$1.8 million. The settlements of the calls and forward contracts are in cash as there is no exchange of physical gold between the Corporation and the buyer. The Corporation also entered a 12 month fuel price protection program in June 2015, in line with approximately 50% of the diesel volume scheduled to be consumed at the Tabakoto mine, by way of fuel swap contracts on 1,268 metric tonnes of Gas Oil per month. The program is cash settled and had a fair value liability of \$0.9 million as at September 30, 2015 (December 31, 2014 - \$nil)



**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**CONTRACTUAL OBLIGATIONS AND COMMITMENTS**

The following table summarizes the contractual maturities of the Corporation's financial liabilities at September 30, 2015:

	Within 1 year	2 to 3 years	4 to 5 years	Over 5 years	Total
Trade and other payables	\$ 108,881	\$ -	\$ -	\$ -	\$ 108,881
Long-term debt	-	-	230,000	30,000	260,000
Finance lease obligations	4,540	12,413	-	-	16,953
Minimum operating lease payments	1,362	2,219	1,546	-	5,127
Derivative financial liabilities	4,274	-	-	-	4,274
	\$ 119,058	\$ 14,632	\$ 231,546	\$ 30,000	\$ 395,235

The Corporation has commitments in place at its operations for drill and blasting services, load and haul services, and the supply of explosives and hydrocarbon services with varying terms, and is subject to operating and finance lease commitments in connection with the purchase of mining equipment, light duty vehicles, operational building facilities and rented office premises. Additionally, the Corporation has at times contracts in place at the Nzema mine to purchase higher grade ore from third parties. The above table does not include the Corporation's environmental rehabilitation provision which is in place at each of the operating mines, the majority of which is expected to be incurred concurrent with the end of mining operations at each of the mines.

During 2014, the Corporation's Malian subsidiary entered into a five year, \$18 million equipment lease financing facility. The equipment lease was used to purchase a portion of the owner-operated mining equipment for the Tabakoto and Segala underground developments. The lease terms have a fixed rate of 9.5% per annum to amortize the principal and there exists a purchase option to buy the equipment outright at the end of the lease life for 0.5% of cost. The equipment lease is treated as a finance lease.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**CONTINGENCIES**

The Corporation is, from time to time, involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Corporation cannot reasonably predict the likelihood or outcome of these actions. The Corporation does not believe that adverse decisions in any other pending or threatened proceedings related to any matter, or any amount which may be required to be paid by reason thereof, will have a material effect on the financial condition or future results of operations.

The Corporation's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Corporation believes its operations are materially in compliance with all applicable laws and regulations. The Corporation has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Corporation operates in numerous countries and, accordingly, it is subject to, and pays annual income taxes under, the various income tax regimes in the countries in which it operates. From time to time the Corporation is subject to a review of its income tax filings and in connection with such reviews, disputes can arise with the taxing authorities over the interpretation or application of certain rules to the Corporation's business conducted within the country involved. If the Corporation is unable to resolve any of these matters favorably, there may be a material adverse impact on the Corporation's financial performance, cash flows or results of operations. In the event that management's estimate of the future resolution of these matters changes, the Corporation will recognize the effects of the changes in its consolidated financial statements in the period that such changes occur.

In the fourth quarter of 2014, the Corporation's Malian subsidiary, Segala Mining Corporation SA ("Semico"), received a tax assessment from the Malian tax authority of \$40.6 million related to the fiscal years 2011 to 2013 and to various taxes. The Corporation and its advisors believe that a significant portion of the assessment's tax claims are wholly without merit and as such have engaged with the tax authority actively since receiving the assessment in the fourth quarter of 2014 to resolve this matter. Subsequent to December 31, 2014, on February 13, 2015, the tax authority re-confirmed the amounts owing as a result of the assessments at approximately \$25 million. The Corporation continues to engage with the highest levels of Malian authorities together with its advisors to resolve this matter and given the response presented to the authorities as well as advice received from its advisors, a vigorous process is underway to refute the notified amounts as well as avoid any additional payments.

If the Corporation is unable to resolve these matters favorably, there may be a material adverse impact on the Corporation's financial performance, cash flows and results of operations. In the event that management's estimate of the future resolution of these matters changes, the Corporation will recognize the effects of the changes in its consolidated financial statements in the period that such changes occur.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**OUTSTANDING SHARE DATA**

Endeavour Mining's authorized capital is \$20,000,000 divided into 1,000,000,000 ordinary shares with a par value of \$0.01 each and 1,000,000,000 undesignated shares; no undesignated shares have been issued. The table below summarizes Endeavour Mining's share structure at September 30, 2015.

Shares issued and outstanding	413,143,668
Stock options	27,783,837

As at November 13, 2015, the date of this MD&A, the Corporation has 413,143,668 shares issued and outstanding, as well as 27,783,837 stock options outstanding.

The following table summarizes share option details outstanding as at September 30, 2015:

Exercise Prices (C\$)	Outstanding	Exercisable	Weighted average exercise price (C\$)	Weighted average remaining contractual life
\$0.52 - \$0.81	7,270,746	466,666	\$ 0.81	3.61 years
\$0.82 - \$1.50	6,118,260	3,290,760	1.01	3.52 years
\$1.51 - \$2.00	3,124,400	3,124,400	1.52	1.78 years
\$2.01 - \$2.50	3,942,836	3,942,836	2.28	2.34 years
\$2.51 - \$3.00	5,029,312	5,029,312	2.67	1.13 years
\$3.51 - \$4.00	80,300	80,300	3.70	0.62 years
\$4.01 - \$44.96	2,217,983	2,217,983	4.99	0.73 years
	<b>27,783,837</b>	<b>18,152,257</b>	<b>\$ 2.32</b>	<b>1.95 years</b>

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**NON-GAAP MEASURES**

***All-in sustaining margin and operating EBITDA***

The Corporation believes that, in addition to conventional measures prepared in accordance with GAAP, certain investors use the all-in sustaining margin and operating earnings before interest, tax, depreciation and amortization ("operating EBITDA") to evaluate the Corporation's performance and ability to generate cash flows and service debt. Accordingly, these do not have a standard meaning and are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

The following tables provide the illustration of the calculation of this margin and operating EBITDA, as adjusted and calculated by the Corporation, for the three and nine months ended September 30, 2015 and 2014:

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
(US dollars in thousands)				
Revenues	\$ 137,859	\$ 145,223	\$ 444,553	\$ 435,832
Less: royalties	(6,650)	(6,817)	(21,310)	(21,650)
Less: cash costs of ounces sold (see table that follows)	(87,359)	(92,871)	(268,706)	(287,001)
Less: corporate G&A	(4,744)	(4,120)	(13,177)	(14,220)
Subtotal	39,106	41,415	141,360	112,961
Less: sustaining capital (see table that follows)	(11,758)	(7,768)	(38,527)	(19,999)
Less: sustaining exploration	(1,200)	(1,514)	(4,600)	(3,264)
All-in sustaining margin	\$ 26,148	\$ 32,133	\$ 98,233	\$ 89,698

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
(US dollars in thousands)				
Earnings(loss) before tax <sup>1</sup>	\$ 8,593	\$ 5,400	\$ 55,759	\$ 12,596
Add back: Depreciation and depletion <sup>1,2</sup>	\$ 20,552	\$ 27,278	58,210	67,628
Add back: Finance costs <sup>1</sup>	\$ 7,106	\$ 7,557	23,787	21,261
Add back: (Gains) losses on financial instruments <sup>1</sup>	\$ 35	\$ (4,724)	(3,532)	10,302
Operating EBITDA	\$ 36,286	\$ 35,511	\$ 134,224	\$ 111,787

<sup>1</sup>As found on the unaudited interim consolidated statement of comprehensive income.

<sup>2</sup>Sum of depreciation, depletion and impairment of mining interests as found on the consolidated statement of comprehensive income.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

***Cash cost per ounce of gold sold***

The Corporation reports cash costs on the basis of ounces sold. In the gold mining industry these are common performance measures but do not have any standardized meanings. The Corporation follows the recommendation of the Gold Institute Production Cost Standard. The Corporation believes that, in addition to conventional measures prepared in accordance with GAAP, certain investors use this information to evaluate the Corporation's performance and ability to generate cash flows. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

The following table provides a reconciliation of cash costs per ounce of gold sold (including the ounces sold from ore purchased), for the three and nine months ended September 30, 2015 and 2014:

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
(US dollars in thousands except ounces sold)				
Operating expenses from mine operations	\$ 88,833	\$ 95,872	\$ 271,205	\$ 284,924
Non-cash adjustments included in operating expenses	(1,475)	(3,001)	(2,499)	2,076
Cash cost	87,358	92,871	268,706	287,000
Divided by ounces of gold sold	123,002	114,082	377,468	338,401
Total cash cost per ounce of gold sold	\$ 710	\$ 814	\$ 712	\$ 848

***All-in sustaining costs***

The Corporation is reporting all-in sustaining costs per ounce sold. The methodology for calculating all-in sustaining costs per ounce was developed internally and is calculated below, and readers should be aware that this measure does not have a standardized meaning. This non-GAAP measure provides investors with transparency to the total period-attributable cash cost of producing an ounce of gold, and may aid in the comparison with other gold mining peers. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
(US dollars in thousands except ounces)				
Cash cost for ounces sold	\$ 87,358	\$ 92,871	\$ 268,706	\$ 287,000
Royalties	6,650	6,817	21,310	21,650
Corporate G&A	4,744	4,120	13,177	14,220
Sustaining capital	11,758	7,768	38,527	19,999
Sustaining exploration	1,200	1,514	4,600	3,264
All-in sustaining costs	111,710	113,090	346,320	346,133
Divided by gold ounces sold	123,002	114,082	377,468	338,401
All-in sustaining cost per ounce sold	\$ 908	\$ 991	\$ 917	\$ 1,023

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
(US dollars in thousands)				
<b>Expenditures and prepayments on mining interests</b>	<b>\$ 25,578</b>	<b>\$ 24,350</b>	<b>\$ 68,814</b>	<b>\$ 74,162</b>
Non-sustaining capital at Tabakoto, Nzema and Agbaou	(10,368)	(11,565)	(21,055)	(45,847)
Sustaining exploration	(1,200)	(1,514)	(4,600)	(3,264)
Project capital spend at Houndé	(2,252)	(3,503)	(4,632)	(5,052)
<b>Sustaining Capital</b>	<b>11,758</b>	<b>7,768</b>	<b>38,527</b>	<b>19,999</b>

The \$12.6 million of non-sustaining investments for the current three month period consists primarily of Kofi and other Tabakoto 2014 carry over capital, as well as non-sustaining exploration. Capital of \$2.3 million was also spent on the Houndé Project in the third quarter and \$1.2 million was incurred in ongoing resource conversion considered sustaining exploration.

The Corporation utilizes components of the above tables to calculate free cash flow.

**Cash costs and all-in sustaining costs on mine by mine basis**

The following table provides additional detail as to how cash costs and all-in sustaining costs at the mine site level are calculated on a mine by mine basis for the nine months ended September 30, 2015.

		Agbaou	Nzema	Tabakoto	Youga	Total
<b>Mining Physicals</b>						
Total tonnes mined - Open pit	000t	15,331	6,707	6,874	6,249	
Total ore tonnes - Open pit	000t	2,065	1,031	374	1,061	
Total ore tonnes - Underground	000t	-	-	794	-	
Total tonnes milled	000t	1,917	1,337	1,195	783	
Gold sold	ozs	128,921	87,878	110,227	50,442	377,468
<b>Unit cost analysis</b>						
Mining costs - Open pit <sup>1</sup>	\$/t mined	2.62	4.58	2.67	3.86	
Mining costs - Underground <sup>1</sup>	\$/t ore	-	-	62.25	-	
Processing and maintenance	\$/t milled	6.78	14.81	22.88	20.37	
Site G&A	\$/t milled	6.19	6.73	16.87	8.83	
<b>Cash cost details</b>						
Mining costs - Open pit	\$000s	35,472	23,643	12,326	24,125	95,566
Mining costs - Underground	\$000s	-	-	28,891	-	28,891
Processing and maintenance	\$000s	12,998	19,790	27,344	15,947	76,079
Site G&A	\$000s	11,866	8,992	20,159	6,914	47,931
Purchased ore at Nzema	\$000s	-	26,250	-	-	26,250
Inventory adjustments	\$000s	(251)	(2,581)	2,026	(5,205)	(6,011)
Cash costs for ounces sold	\$000s	<b>\$60,085</b>	<b>\$76,094</b>	<b>\$90,746</b>	<b>\$41,781</b>	<b>\$268,706</b>
Royalties	\$000s	5,431	5,890	7,731	2,258	21,310
Sustaining capital	\$000s	10,801	9,942	17,024	760	38,527
Cash cost per ounce sold	\$/oz	466	866	823	828	712
Mine-level AISC per ounce sold	\$/oz	592	1,046	1,048	888	870
<b>Other costs used to derive unit mining cost</b>						
Capitalized O/P mining costs	\$000s	4,626	7,059	6,001	-	
Capitalized U/G mining costs	\$000s	-	-	20,516	-	

<sup>1</sup>Includes capitalized mining costs

## ENDEAVOUR MINING CORPORATION

### Management's Discussion and Analysis of Results of Operations and Financial Condition

For the three and nine months ended September 30, 2015

#### **Adjusted net earnings and adjusted net earnings per share**

Adjusted net earnings and adjusted net earnings per share are financial measures with no standard meaning under IFRS. Net earnings have been adjusted for items considered exceptional in nature and not related to Endeavour Mining's core operating of mining assets and Endeavour Mining uses this measure for its own internal purposes. The presentation of adjusted net earnings may enable investors and analysts to better understand the underlying operating performance of our core mining business through the eyes of management. Management periodically evaluates the components of adjusted net earnings based on an internal assessment of performance measures that are useful for evaluating the operating performance of our business and a review of the non-GAAP measures used by mining industry analysts and other mining companies. The following items are excluded from net earnings:

- Gain / loss on financial instruments;
- Imputed interest on promissory note;
- Gains / losses on foreign currency;
- Other income;
- Stock-based payments; and
- Deferred income taxes

Adjusted net earnings are intended to provide additional information only and do not have any standardized definition under IFRS; they should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The measures are not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Other companies may calculate these measures differently.

The following table reconciles these non-GAAP measures to the most directly comparable IFRS measure.

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
(US dollars in millions except per share and share amounts)				
Net earnings and total comprehensive earnings	\$ 6.7	\$ 2.1	\$ 57.2	\$ 12.0
Loss on derivative instruments, marketable securities and interest	(1.5)	(7.3)	(0.8)	6.7
Imputed interest on promissory note	(0.2)	(0.5)	(0.7)	(1.4)
Gain on foreign currency	1.7	3.1	(2.1)	5.0
Other income	0.5	2.1	0.4	1.1
Stock-based payments	0.7	0.5	2.9	0.9
Deferred income tax expense (recovery)	1.2	1.7	(5.4)	(5.7)
<b>Adjusted net earnings after tax</b>	<b>\$ 9.1</b>	<b>\$ 1.7</b>	<b>\$ 51.5</b>	<b>\$ 18.6</b>
<b>Attributable to non-controlling interests</b>	<b>\$ 1.3</b>	<b>\$ 0.2</b>	<b>\$ 6.4</b>	<b>\$ 2.3</b>
<b>Attributable to shareholders of the Corporation</b>	<b>\$ 7.8</b>	<b>\$ 1.5</b>	<b>\$ 45.1</b>	<b>\$ 16.3</b>
Weighted average number of outstanding shares	413,143,668	413,143,668	413,143,668	413,110,978
<b>Adjusted net earnings per share (basic)</b>	<b>0.02</b>	<b>0.00</b>	<b>0.11</b>	<b>0.04</b>

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**HEALTH, SAFETY AND CORPORATE SOCIAL RESPONSIBILITY**

Endeavour Mining emphasises employee and affected stakeholders' health and safety and puts the highest priority on safe, healthy and environmentally sound work practices and systems. The Corporation's values and business principles on safety and health underpin its safety and health policy and represent the minimum guidelines for the Corporation and its employees in this respect. The Corporation has a Zero Harm policy which is applied at all sites, and continuous efforts are made to reduce the lost time injury frequency rate ("LTIFR") at all the operations. The following table shows the safety statistics for the most recent full year period, 2014.

**2014 Statistics**

<b>Incident Category</b>	<b>Tabakoto</b>	<b>Agbaou</b>	<b>Nzema</b>	<b>Youga</b>	<b>Total</b>
Fatality	0	0	0	0	0
Lost Time Injury (LTI)	2	0	3	1	6
<b>Total Man Hours</b>	<b>3,828,570</b>	<b>1,885,157</b>	<b>3,053,794</b>	<b>1,516,320</b>	<b>10,283,841</b>
LTIFR <sup>1</sup>	0.52	0.00	0.98	0.66	0.58

<sup>1</sup> Lost Time Injury Frequency Rate = (Number of LTIs in the Period X 1,000,000)/ (Total man hours worked for the period)

Endeavour Mining sees itself as an integral part of the communities in which it operates, as well as a responsible development partner. Endeavour Mining works in collaboration with and engages government, local communities and outside organizations to ensure it supports economic sustainability and social development, with projects including skills training and educational scholarships, healthcare, water and sanitation, public infrastructure maintenance, institutional capacity building and livelihood programs.



**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The Corporation's management has made critical judgments and estimates in the process of applying the Corporation's accounting policies to the consolidated financial statements that have significant effect on the amounts recognized in the Corporation's consolidated financial statements. The most critical accounting policies follow:

(a) *Commencement of commercial production*

Prior to a mine being capable of operating at levels intended by management, costs incurred are capitalized as part of the costs of related mining properties and proceeds from mineral sales are offset against costs capitalized. The Corporation defines the commencement of commercial production as the date that a mine has achieved a consistent level of production. Management considers several factors in determining when a mining interest is capable of operating at levels intended by management. Depletion of capitalized costs for mining properties begins when the mine is capable of operating at levels intended by management. Commercial production at the Agbaou Mine was declared on January 27, 2014 (accounting for commercial production commenced on February 1, 2014).

(b) *Determination of economic viability*

Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

(c) *Functional currency*

The functional currency for each of the Corporation's subsidiaries, and investments in associates, is the currency of the primary economic environment in which the entity operates. The Corporation has determined the functional currency of each entity is the US dollar. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Corporation reconsiders functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

(d) *Business combinations*

Determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Corporation to make certain judgements, taking into account all facts and circumstances. If an acquired set of assets and liabilities includes goodwill, the set is presumed to be a business.

(e) *Capitalization of waste stripping*

Capitalization of waste stripping requires the Corporation to make judgments and estimates in determining the amounts to be capitalized. These judgments and estimates include and rely on the expected stripping ratio for each separate open pit, the determination of what defines separate pits, and the expected ounces to be extracted from each component of a pit, amongst others.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE**

The Corporation has not early adopted the following new and revised Standards, Amendments and Interpretations that have been issued but are not yet effective. The Corporation is currently assessing the impact they will have on the consolidated financial statements.

- *IFRS 15, Revenue from Contracts with Customers*: IFRS 15 introduces a new framework for determining the nature, amount, timing and uncertainty of revenues and cash flows arising from a contract with a customer. The standard is effective for annual period beginning on or after January 1, 2018, with early adoption permitted. The Corporation is currently evaluating the potential impact of the new standard on its consolidated financial statements.
- *IFRS 9, Financial Instruments*: IFRS 9 introduces the new requirements for the classification, measurement and de-recognition of financial assets and financial liabilities. Specifically, IFRS 9 requires all recognized financial assets that are within the scope of *IAS 39 Financial Instruments: Recognition and Measurement* to be subsequently measured at amortized cost or fair value, and all financial liabilities classified as subsequently measured at amortized cost except for financial liabilities measured at fair value through profit and loss. In July 2014, the IASB issued the final version of *IFRS 9 Financial Instruments* bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace *IAS 39 Financial Instruments: Recognition and Measurement*. The mandatory effective date of IFRS 9 would be annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently assessing the impact of adopting IFRS 9 on its consolidated financial statements.

**KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of consolidated financial statements in conformity with IFRS requires the Corporation's management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The significant assumptions about the future and other major sources of estimation uncertainty as at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Corporation's assets and liabilities are as follows:

(a) *Value Added Tax ("VAT")*

Included in trade and other receivables are recoverable VAT balances owing by the fiscal authorities in Burkina Faso, Ghana, Cote d' Ivoire, and Mali. The Corporation is following the relevant process in each country to recoup the VAT balances owing and continues to engage with authorities to accelerate the repayment of the outstanding VAT balances.

(b) *Impairment of mining interests and goodwill*

The Corporation considers both external and internal sources of information in assessing whether there are any indications that mining interests and goodwill are impaired. External sources of information the Corporation considers include changes in the market, economic and legal environment in which the Corporation operates that are not within its control and affect the recoverable amount of mining interests and goodwill. Internal sources of information the Corporation considers include the manner in which mining properties and plant and equipment are being used or are expected to be used and indications of economic performance of the assets.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

In determining the recoverable amounts of the Corporation's mining interests and goodwill, the Corporation's management makes estimates of the discounted future cash flows expected to be derived from the Corporation's mining properties, costs to sell the mining properties and the appropriate discount rate. The projected cash flows are significantly affected by changes in assumptions about gold's selling price, future capital expenditures, reductions in the amount of recoverable reserves, resources, and exploration potential, production cost estimates, discount rates and exchange rates. Reductions in gold price forecasts, increases in estimated future costs of production, increases in estimated future non-expansory capital expenditures, reductions in the amount of recoverable reserves, resources, and exploration potential, and/or adverse current economics can result in a write-down of the carrying amounts of the Corporation's mining interests and/or goodwill. These factors moving in the opposite direction could result in full or partial reversals of previous write-downs to mining interests.

(c) *Estimated recoverable ounces*

The carrying amounts of the Corporation's mining interests are depleted based on recoverable ounces. Changes to estimates of recoverable ounces and depletable costs including changes from revisions to the Corporation's mine plans and changes in gold price forecasts can result in a change to future depletion rates.

(d) *Mineral reserves*

Mineral reserves and mineral resources are determined in accordance with Canadian Securities Administrator's national Instrument 43-101 Standards of Disclosure for Mineral Projects. Mineral reserve and resource estimates included numerous estimates. Such estimation is a subjective process, and the accuracy of any mineral reserve or resource estimate is dependent on the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management's assumptions including economic assumptions such as gold prices and market conditions could have a material effect in the future on the Corporation's financial position and results of operation.

(e) *Environmental rehabilitation costs*

The provisions for rehabilitation of mine and project sites and the related accretion expense are based on the expected costs of environmental rehabilitation and inputs used to determine the present value of such provisions using the information available at the reporting date. To the extent the actual costs differ from these estimates, adjustments will be recorded and the profit or loss may be impacted.

(f) *Deferred income taxes*

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities.

In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Forecasted cash flows from operations are based on life of mine projections internally developed and reviewed by management. Weight is attached to tax planning opportunities that are within the Corporation's control, and are feasible and implementable without significant obstacles. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

materially affect the amounts of income tax assets recognized. At the end of each reporting period, the Corporation reassesses unrecognized and recognized income tax assets.

(g) *Share-based payments*

Significant assumptions are made when accounting for share-based payments. Changes to these assumptions may alter the resulting accounting and ultimately the amount charged to profit or loss.

(h) *Contingencies*

Due to the nature and complexity of the Corporation's operations, various legal and tax matters are ongoing at any given time. In the event that the circumstances surrounding these matters change or the Corporation's outlook for the outcomes of these matters changes, the effects will be recognized in the consolidated financial statements.

## **RISK FACTORS**

Readers of this Management's Discussion and Analysis should give careful consideration to the information included or incorporated by reference in this document and the Corporation's audited consolidated financial statements and related notes for the year ended December 31, 2014. Significant risk factors for the Corporation are metal prices, government regulations, foreign operations, environmental compliance, dependence on management, title to the Corporation's mineral properties and litigation. For further details of risk factors, please refer to the most recent Annual Information Form filed on SEDAR at <http://www.sedar.com/>, the 2015 year-end audited consolidated financial statements, and the below discussions.

## **OPERATIONAL RISKS**

a) *Political Risks*

The majority of Endeavour Mining's assets are located in West Africa. Endeavour Mining believes that the governments of the countries that the Corporation holds assets in support the development of their natural resources by foreign companies. There is no assurance however that future political and economic conditions of these countries will not result in their governments adopting different policies respecting foreign ownership of mineral resources, taxation, rates of exchange, environmental protection, labour relations, repatriation of income or return of capital, restrictions on production, price controls, export controls, local beneficiation of gold production, expropriation of property, foreign investment, maintenance of claims and mine safety. The possibility that a future government in any of these countries may adopt substantially different policies, which might include the expropriation of assets, cannot be ruled out. There is also a risk of limitations being placed on the ability to repatriate funds.

b) *Mineral Legislation*

Mineral reserve and mineral resource estimates are imprecise and depend partially on statistical inference drawn from drilling and other data, which may prove to be unreliable. Estimates, which were valid when made, may be poor indicators of mine life. Reserves should not be interpreted as assurances of mine life or of the profitability of current or future production. There can be no assurance that those portions of such mineral resources that are not mineral reserves will ultimately be converted into mineral reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability. Mining reserves depleted by production must be continually replaced to maintain production levels over the long term. There is no assurance that current or future exploration programs will result in any new commercial mining operations or yield new reserves to replace or expand current reserves.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

c) *Outside Contractor Risks*

It is common for certain aspects of mining operations, such as drilling, blasting and hauling to be conducted by an outside contractor. The mining operations at the Youga Gold Mine, the Nzema Gold Mine and the Agbaou Gold Mine are undertaken by contractors and as a result, the Corporation is subject to a number of risks, including reduced control over the aspects of the operations that are the responsibility of the contractor, failure of a contractor to perform under its agreement with the companies, inability to replace the contractor if either party terminates the contract, interruption of operations in the event the contractor ceases operations due to insolvency or other unforeseen events, failure of the contractor to comply with applicable legal and regulatory requirements and failure of the contractor to properly manage its workforce resulting in labour unrest or other employment issues.

**FINANCIAL AND RELATED RISKS**

The Corporation's activities expose it to a variety of risks that may include currency risk, credit risk, liquidity risk, interest rate risk and other price risks, including equity price risk. The Corporation examines the various financial instrument risks to which it is exposed and assesses any impact and likelihood of those risks.

(i) *Credit risk*

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Corporation by failing to discharge its obligations. There has been no change in the Corporation's objectives and policies for managing this risk in the three and nine months ended September 30, 2015.

The Corporation's maximum exposure to credit risk is as follows:

	September 30, 2015	December 31, 2014
Cash	\$ 31,795	\$ 62,179
Cash - restricted	5,755	4,517
Trade and other receivables	13,320	21,530
Promissory note and working capital loan	6,053	5,394
	<u>\$ 56,923</u>	<u>\$ 93,620</u>

(ii) *Liquidity risk*

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Corporation has a planning and budgeting process in place to help determine the funds required to support the Corporation's normal operating requirements.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

(iii) *Currency risk*

Currency risk relates to the risk that the fair values or future cash flows of the Corporation's financial instruments will fluctuate because of changes in foreign exchange rates. Exchange rate fluctuations may affect the costs that the Corporation incurs in its operations. There has been no change in the Corporation's objectives and policies for managing this risk during the three and nine months ended September 30, 2015.

The Corporation has not hedged its exposure to foreign currency exchange risk.

The table below highlights the net assets denominated in foreign currencies:

	September 30, 2015	December 31, 2014
Canadian dollar	\$ (1,149)	\$ 1,111
CFA Francs	(10,131)	(6,451)
Other currencies	294	4,046
	<u>\$ (10,986)</u>	<u>\$ (1,294)</u>

(iv) *Interest rate risk*

Interest rate risk is the risk that future cash flows from, or the fair values of, the Corporation's financial instruments will fluctuate because of changes in market interest rates. The Corporation is exposed to interest rate risk primarily on its long-term debt. Since marketable securities and government treasury securities held as loans are short term in nature and are usually held to maturity, there is minimal fair value sensitivity to changes in interest rates. The Corporation continually monitors its exposure to interest rates and is comfortable with its exposure given the relatively low short-term US interest rates and LIBOR.

The effect on earnings and other comprehensive earnings before tax as at September 30, 2015, of a 10% change in the LIBOR rate on the Facility is estimated to be \$0.1 million (December 31, 2014 - \$0.1 million).

(v) *Price risk*

Price risk is the risk that the fair value or future cash flows of the Corporation's financial instruments will fluctuate because of changes in market prices. There has been no change in the Corporation's objectives and policies for managing this risk and no significant changes to the Corporation's exposure to price risk during the three months and nine ended September 30, 2015.

The Corporation is also exposed to other price risk or equity price risk in trading its marketable securities and unfavorable market conditions could result in dispositions of marketable securities at less than favorable prices.

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**CONTROLS AND PROCEDURES**

***Disclosure controls and procedures***

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO). Additionally, these controls and procedures provide reasonable assurance that information required to be disclosed in the Corporation's annual and interim filings (as such terms are defined under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) and other reports filed or submitted under Canadian securities law is recorded, processed, summarized and reported within the time periods specified by those laws, and that material information is accumulated and communicated to management including the CEO and CFO as appropriate to allow timely decisions regarding required disclosure.

As at the end of and for the year ended December 31, 2014, management evaluated the design and operating effectiveness of the Corporation's disclosure controls and procedures as required by Canadian Securities Law. Based on that evaluation, the CEO and CFO concluded that as of December 31, 2014, the disclosure controls and procedures were effective.

***Internal controls over financial reporting***

The Corporation's management, with the participation of its CEO and CFO, is responsible for establishing and maintaining adequate internal controls over financial reporting. Under the supervision of the CFO, the Corporation's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. As at December 31, 2014, management evaluated the effectiveness of the Corporation's internal control over financial reporting as required by Canadian securities laws.

Based on that evaluation, the CEO and CFO have concluded that, as at December 31, 2014, the internal controls over financial reporting were effective and able to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

There have been no material changes in the Corporation's disclosure controls and procedures and internal controls over financial reporting since the year ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Corporation's disclosure controls and procedures and internal controls over financial reporting.

Additional information relating to the Corporation is available on the Corporation's web site at [www.endeavourmining.com](http://www.endeavourmining.com) and in the Corporation's Annual Information Form for the year ended December 31, 2014 on SEDAR at [www.sedar.com](http://www.sedar.com).

**ENDEAVOUR MINING CORPORATION**  
**Management's Discussion and Analysis of**  
**Results of Operations and Financial Condition**  
**For the three and nine months ended September 30, 2015**

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*Certain statements in this MD&A and certain information incorporated herein by reference constitute forward-looking statements. Forward-looking statements include, but are not limited to, statements with respect to the Corporation's plans or future financial or operating performance, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "will continue" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". The material factors or assumptions used to develop material forward-looking statements are disclosed throughout this document.*

*Forward-looking statements, while based on management's best estimates and assumptions, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Endeavour Mining to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the successful integration of acquisitions; risks related to international operations; risks related to joint venture operations; risks related to general economic conditions and credit availability, actual results of current exploration activities, unanticipated reclamation expenses; changes in project parameters as plans continue to be refined; fluctuations in prices of metals including gold; fluctuations in foreign currency exchange rates, increases in market prices of mining consumables, possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Corporation operates, actual resolutions of legal and tax matters, as well as those factors discussed in the section entitled "Description of the Business – Risk Factors" in Endeavour Mining's most recent Annual Information Form available on SEDAR at [www.sedar.com](http://www.sedar.com). Although Endeavour Mining has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation's management reviews periodically information reflected in forward-looking statements. The Corporation has and continues to disclose in its Management's Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.*

**CAUTIONARY NOTE REGARDING RESERVES AND RESOURCES**

*Readers should refer to the most recent Annual Information Form of Endeavour Mining and other continuous disclosure documents filed by Endeavour Mining available at [www.sedar.com](http://www.sedar.com), for further information on mineral reserves and resources, which is subject to the qualifications and notes set forth therein.*



**ENDEAVOUR MINING CORPORATION****Condensed Interim Consolidated Statements of Financial Position****(Expressed in Thousands of United States Dollars)****(Unaudited)**

	September 30, 2015	December 31, 2014
<b>ASSETS</b>		
Current		
Cash	31,795	62,179
Cash - restricted	5,755	4,517
Trade and other receivables	13,320	21,530
Inventories (Note 3)	91,602	86,212
Prepaid expenses and other	14,339	15,113
	156,811	189,551
Mining interests (Note 4)	709,171	698,031
Deferred income taxes	70,957	68,121
Other long term assets (Note 5)	9,100	8,172
	\$ 946,039	\$ 963,875
<b>LIABILITIES</b>		
Current		
Trade and other payables	108,881	127,905
Current portion of finance lease obligations (Note 6)	4,315	4,296
Current portion of derivative financial liabilities (Note 8)	4,274	6,420
Income taxes payable (Note 13)	6,007	8,142
	123,477	146,763
Finance lease obligations (Note 6)	9,909	11,952
Long-term debt (Note 7)	245,668	290,996
Derivative financial liabilities (Note 8)	-	4,621
Provisions (Note 9)	37,522	35,899
Deferred income taxes	27,725	30,274
	444,301	520,505
<b>EQUITY</b>		
Share capital (Note 10 (a))	991,569	991,569
Equity reserve	41,570	39,961
Retained deficit	(524,281)	(567,178)
<b>Equity attributable to shareholders of the Corporation</b>	508,858	464,352
Non-controlling interests (Note 11)	(7,120)	(20,982)
<b>Total equity</b>	501,738	443,370
	\$ 946,039	\$ 963,875

SUBSEQUENT EVENT (NOTES 7, 10(c) and 18)

COMMITMENTS AND CONTINGENCIES (NOTE 17)

**Approved by the Board: November 13, 2015***"Neil Woodyer"* Director    *"Wayne McManus"* Director

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

**ENDEAVOUR MINING CORPORATION**
**Condensed Interim Consolidated Statements of Comprehensive Earnings**
**(Expressed in Thousands of United States Dollars)**
**(Unaudited)**

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
<b>Revenues</b>				
Gold revenue (Note 14)	\$ 137,859	\$ 145,223	444,553	\$ 435,832
<b>Cost of sales</b>				
Operating expenses	88,833	95,872	271,205	284,924
Depreciation and depletion	20,552	27,278	58,210	67,628
Royalties	6,650	6,817	21,310	21,650
<b>Earnings from mine operations</b>	<b>21,824</b>	<b>15,256</b>	<b>93,828</b>	<b>61,630</b>
Corporate costs	4,744	4,120	13,177	14,220
Share-based payments (Note 10 (b))	660	487	2,900	929
Exploration	172	323	1,358	1,215
<b>Earnings from operations</b>	<b>16,248</b>	<b>10,326</b>	<b>76,393</b>	<b>45,266</b>
Other income (expenses)				
(Losses) gains on financial instruments (Note 12)	(35)	4,724	3,532	(10,302)
Finance costs	(7,105)	(7,557)	(23,787)	(21,261)
Other income	(515)	(2,093)	(379)	(1,107)
	(7,655)	(4,926)	(20,634)	(32,670)
<b>Earnings before taxes</b>	<b>8,593</b>	<b>5,400</b>	<b>55,759</b>	<b>12,596</b>
Current income taxes expense	(648)	(1,665)	(3,901)	(6,351)
Deferred income taxes (expense) recovery	(1,240)	(1,679)	5,386	5,712
<b>Net earnings and total comprehensive earnings</b>	<b>6,705</b>	<b>2,056</b>	<b>57,244</b>	<b>11,957</b>
<b>Attributable to:</b>				
Shareholders of Endeavour Mining Corporation	3,503	1,859	42,897	6,926
Non-controlling interests (Note 11)	3,202	197	14,347	5,031
<b>Net earnings and total comprehensive earnings</b>	<b>\$ 6,705</b>	<b>\$ 2,056</b>	<b>\$ 57,244</b>	<b>\$ 11,957</b>
<b>Net earnings per share (Note 10 (c))</b>				
Basic earnings per share	\$ 0.01	\$ 0.00	\$ 0.10	\$ 0.02
Diluted earnings per share	\$ 0.01	\$ 0.00	\$ 0.10	\$ 0.02

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

**ENDEAVOUR MINING CORPORATION**
**Condensed Interim Consolidated Statements of Cash Flows  
(Expressed in Thousands of United States Dollars)  
(Unaudited)**

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
<b>Operating Activities</b>				
Earnings before taxes	\$ 8,593	\$ 5,400	\$ 55,759	\$ 12,596
Adjustments for:				
Depreciation and depletion	20,552	27,278	58,210	67,628
Unwinding of reclamation obligation	194	481	583	1,444
Amortization of financing costs	1,050	1,071	3,120	3,177
Unrealized (gain) loss on marketable securities and (gain) on imputed interest on promissory note	(126)	614	(231)	(407)
Share-based payments and settlements	600	487	2,828	929
Unrealized gain on derivative financial assets and liabilities	(2,827)	(10,925)	(6,732)	(4,380)
Realized loss on derivative financial instruments	1,217	2,610	5,341	10,189
Interest expense	4,016	3,697	12,389	10,568
Loss on sale of joint ventures and subsidiaries	-	2,093	-	1,107
Unrealized foreign exchange (gain)	(196)	2,990	546	3,586
Income taxes paid	(1,226)	(1,441)	(6,051)	(8,404)
<b>Operating cash flows before non-cash working capital</b>	<b>31,847</b>	<b>34,355</b>	<b>125,762</b>	<b>98,033</b>
Changes in non-cash working capital:				
Trade and other receivables	(507)	(5,319)	5,032	(22,198)
Prepaid expenses and other	2,022	(7,928)	1,925	5,518
Inventories	6,088	155	(4,986)	(14,107)
Trade and other payables	(12,119)	2,883	(23,314)	3,958
Other	216	(1,558)	738	(1,783)
<b>Cash generated from operating activities</b>	<b>\$ 27,547</b>	<b>\$ 22,587</b>	<b>\$ 105,157</b>	<b>\$ 69,421</b>
<b>Investing Activities</b>				
Expenditures and prepayments on mining interests	(25,143)	(24,350)	(68,379)	(74,162)
Proceeds from distribution of promissory note	-	3,381	-	3,381
Other	393	1,000	(232)	852
<b>Cash used in investing activities</b>	<b>\$ (24,750)</b>	<b>\$ (19,969)</b>	<b>\$ (68,611)</b>	<b>\$ (69,929)</b>
<b>Financing Activities</b>				
Proceeds received from the issue of common shares	-	-	-	73
Cash payment on settlement of hedge programs (Note 8)	(275)	(2,610)	(4,386)	(10,189)
Dividends paid (Note 11)	-	-	(485)	(881)
Proceeds from sale-leaseback and issue of common shares	-	-	-	2,035
Payment of financing and other fees (Note 7)	(1,750)	-	(8,452)	-
Interest paid (Note 7)	(383)	(380)	(8,952)	(7,184)
Repayment of long-term debt (Note 7)	(20,000)	-	(40,000)	-
Repayment of finance lease obligation	(785)	(846)	(2,369)	(1,281)
<b>Cash used in financing activities</b>	<b>\$ (23,193)</b>	<b>\$ (3,836)</b>	<b>\$ (64,644)</b>	<b>\$ (17,427)</b>
Effect of exchange rate changes on cash	(517)	(515)	(2,286)	(31)
Decrease in cash	(20,913)	(1,733)	(30,384)	(17,966)
Cash, beginning of period	52,708	57,091	62,179	73,324
<b>Cash, end of period</b>	<b>\$ 31,795</b>	<b>\$ 55,358</b>	<b>\$ 31,795</b>	<b>\$ 55,358</b>

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

**ENDEAVOUR MINING CORPORATION**
**Condensed Interim Consolidated Statements of Changes in Equity  
(Expressed in Thousands of United States Dollars)  
(Unaudited)**

	Share Capital										Total Attributable to Shareholders	Non- Controlling Interests	Total
	Number of Common Shares	Par Value	Additional Paid in Capital	Number of Exchangeable Shares	Par Value	Additional Paid in Capital	Total Number of Shares	Total Share Capital	Equity Reserve	Deficit			
At January 1, 2014	412,341,795	\$ 4,118	\$ 985,409	701,498	7	\$ 1,786	413,043,293	\$ 991,320	\$ 39,265	\$ (293,528)	\$ 737,057	\$ 34,449	771,506
Exchangeable shares exchanged into common shares	34,839	-	89	(34,839)	-	(89)	-	-	-	-	-	-	-
Share options exercised	100,375	1	248	-	-	-	100,375	249	(176)	-	73	-	73
Share based payments	-	-	-	-	-	-	-	-	461	-	461	-	461
Dividends	-	-	-	-	-	-	-	-	-	-	-	(881)	(881)
Net earnings and total comprehensive earnings	-	-	-	-	-	-	-	-	-	6,926	6,926	5,031	11,957
<b>At September 30, 2014</b>	<b>412,477,009</b>	<b>\$ 4,119</b>	<b>\$ 985,746</b>	<b>666,659</b>	<b>7</b>	<b>\$ 1,697</b>	<b>413,143,668</b>	<b>\$ 991,569</b>	<b>\$ 39,550</b>	<b>\$ (286,602)</b>	<b>\$ 744,517</b>	<b>\$ 38,599</b>	<b>\$ 783,116</b>
At January 1, 2015	412,486,864	\$ 4,119	\$ 985,746	656,804	7	\$ 1,697	413,143,668	\$ 991,569	\$ 39,961	\$ (567,178)	\$ 464,352	\$ (20,982)	\$ 443,370
Exchangeable shares exchanged into common shares	96,725	1	218	(96,725)	(1)	(218)	-	-	-	-	-	-	-
Share based payments (Note 10)	-	-	-	-	-	-	-	-	1,609	-	1,609	-	1,609
Dividends	-	-	-	-	-	-	-	-	-	-	-	(485)	(485)
Net earnings and total comprehensive earnings	-	-	-	-	-	-	-	-	-	42,897	42,897	14,347	57,244
<b>At September 30, 2015</b>	<b>412,583,589</b>	<b>\$ 4,120</b>	<b>\$ 985,965</b>	<b>560,079</b>	<b>6</b>	<b>\$ 1,479</b>	<b>413,143,668</b>	<b>\$ 991,569</b>	<b>\$ 41,570</b>	<b>\$ (524,281)</b>	<b>\$ 508,858</b>	<b>\$ (7,120)</b>	<b>\$ 501,738</b>

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

## ENDEAVOUR MINING CORPORATION

### Notes to the Unaudited Condensed Interim Consolidated Financial Statements (Expressed in Thousands of United States Dollars, except per share amounts)

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#### 1. DESCRIPTION OF BUSINESS AND NATURE OF OPERATIONS

Endeavour Mining Corporation (“Endeavour” or the “Corporation”) is a publicly listed gold mining company that operates four mines in West Africa in addition to having project development and exploration assets. Endeavour is focused on effectively managing its existing assets to maximize cash flows as well as pursuing organic and strategic growth opportunities that benefit from its management and operational expertise.

Endeavour’s corporate office is in Vancouver, Canada and its shares are listed on the Toronto Stock Exchange (“TSX”) (symbol EDV) and the Australian Securities Exchange (“ASX”) (symbol EVR) and quoted in the United States on the OTCQX International (symbol EDVMF). The Corporation is incorporated in the Cayman Islands and its registered office is located at 190 Elgin Avenue, George Town, Grand Cayman, Cayman Islands.

#### 2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

##### (a) *Statement of compliance*

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*, using the accounting policies consistent with International Financial Reporting Standards (“IFRS”).

These condensed interim consolidated financial statements should be read in conjunction with the most recently issued annual consolidated financial statements of the Corporation, which include information necessary or useful to understanding the Corporation’s business and financial statement presentation. In particular, the Corporation’s significant accounting policies were presented as Note 2 to the consolidated financial statements for the fiscal year ended December 31, 2014, and have been consistently applied in the preparation of these interim financial statements.

##### (b) *Basis of preparation*

These condensed interim consolidated financial statements have been prepared on the historical cost basis, except certain financial instruments that are measured at fair value at the end of each reporting period. The Corporation’s accounting policies have been applied consistently in preparing these condensed interim consolidated financial statements.

##### (c) *Accounting Standards issued but not yet effective*

The Corporation has not early adopted the following new and revised Standards, Amendments and Interpretations that have been issued but are not yet effective.

- *IFRS 15, Revenue from Contracts with Customers*: IFRS 15 introduces a new framework for determining the nature, amount, timing and uncertainty of revenues and cash flows arising from a contract with a customer. The standard is effective for annual period beginning on or after January 1, 2018, with early adoption permitted. The Corporation is currently evaluating the potential impact of the new standard on its consolidated financial statements.
- *IFRS 9, Financial Instruments*: IFRS 9 introduces the new requirements for the classification, measurement and de-recognition of financial assets and financial liabilities. Specifically, IFRS 9 requires all recognized financial assets that are within the scope of *IAS 39 Financial*

## ENDEAVOUR MINING CORPORATION

### Notes to the Unaudited Condensed Interim Consolidated Financial Statements (Expressed in Thousands of United States Dollars, except per share amounts)

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*Instruments: Recognition and Measurement* to be subsequently measured at amortized cost or fair value, and all financial liabilities classified as subsequently measured at amortized cost except for financial liabilities measured at fair value through profit and loss. In July 2014, the IASB issued the final version of *IFRS 9 Financial Instruments* bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace *IAS 39 Financial Instruments: Recognition and Measurement*. The mandatory effective date of IFRS 9 would be annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently assessing the impact of adopting IFRS 9 on its consolidated financial statements.

### 3. INVENTORIES

	September 30, 2015	December 31, 2014
Doré bars <sup>(1)</sup>	\$ 5,464	\$ 5,506
Gold in circuit <sup>(2)</sup>	10,146	10,369
Ore stockpiles <sup>(3)</sup>	33,889	24,619
Spare parts and supplies	42,103	45,718
	<u>\$ 91,602</u>	<u>\$ 86,212</u>

<sup>(1)</sup> Includes a reversal of a previous impairment of \$0.07 million to adjust the costs of inventory to net realizable value at the Tabakoto mine (December 31, 2014, impairment of \$0.7 million) and an impairment of \$0.4 million at the Nzema mine (December 31, 2014, impairment of \$0.6 million).

<sup>(2)</sup> Includes a reversal of a previous impairment of \$0.06 million to adjust the costs of inventory to net realizable value at the Tabakoto mine (December 31, 2014, impairment of \$0.6 million) and an impairment of \$2.2 million at the Nzema mine (December 31, 2014, impairment of \$1.1 million).

<sup>(3)</sup> Includes a reversal of a previous impairment of \$1.6 million to adjust the costs of inventory to net realizable value at the Tabakoto mine (December 31, 2014, impairment of \$1.6 million) and an impairment of \$5.4 million at the Nzema mine (December 31, 2014, \$nil).

The cost of inventories recognized as expense for the three and nine months ended September 30, 2015, were \$101.4 million and \$319.4 million, respectively, and were included in operating expenses (three and nine months ended September 30, 2014 - \$120.3 million and \$346.6 million, respectively).

**ENDEAVOUR MINING CORPORATION**
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**
**4. MINING INTERESTS**

	Mining Properties			Plant and equipment	Corporate assets	Total
	Depletable	Non depletable	Assets under construction			
<b>Cost</b>						
Balance as at December 31, 2013	\$ 747,203	\$ 554,110	\$ 910	\$ 382,286	\$ 1,867	\$ 1,686,376
Expenditures/additions	63,305	13,909	-	59,614	-	136,828
Transfers	34,090	(131,814)	(910)	98,638	(4)	-
Transfers (to) from inventory	(13,866)	-	-	2,795	-	(11,071)
Reclamation liability change in estimate	5,180	-	-	-	-	5,180
Disposals	(2,757)	-	-	(409)	(1)	(3,167)
Balance as at December 31, 2014	833,155	436,205	-	542,924	1,862	1,814,146
Expenditures/additions	47,609	7,260	-	13,470	475	68,814
Transfers	(6,944)	-	-	6,944	-	-
Disposals	-	-	-	(142)	-	(142)
Balance as at September 30, 2015	\$ 873,820	\$ 443,465	\$ -	\$ 563,196	\$ 2,337	\$ 1,882,818
<b>Accumulated depreciation and impairment</b>						
Balance as at December 31, 2013	\$ 369,200	\$ 122,922	\$ -	\$ 155,529	\$ 1,476	\$ 649,127
Depreciation/depletion	48,837	-	-	42,947	105	91,889
Depreciation charge included in inventory	4,653	-	-	4,567	-	9,220
Impairment charges	151,121	89,153	-	125,666	-	365,940
Disposals	-	-	-	(61)	-	(61)
Balance as at December 31, 2014	573,811	212,075	-	328,648	1,581	1,116,115
Depreciation/depletion	30,759	-	-	27,376	75	58,210
Depreciation charge included in inventory	317	-	-	(980)	-	(663)
Disposals	-	-	-	(15)	-	(15)
Balance as at September 30, 2015	\$ 604,887	\$ 212,075	\$ -	\$ 355,029	\$ 1,656	\$ 1,173,647
<b>Carrying amounts</b>						
At December 31, 2014	\$ 259,344	\$ 224,130	\$ -	\$ 214,276	\$ 281	\$ 698,031
At September 30, 2015	\$ 268,933	\$ 231,390	\$ -	\$ 208,167	\$ 681	\$ 709,171

At September 30, 2015, the carrying amount of plant and equipment included \$15.6 million of assets under finance leases (December 31, 2014 - \$20.7 million).

At September 30, 2015, mineral property additions included \$3.2 million in accounts payable (December 31, 2014 - \$2.8 million).

**ENDEAVOUR MINING CORPORATION**

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

A summary by property of the carrying value is as follows:

	Tabakoto Mine	Nzema Mine	Youga Mine	Agbaou Mine	Development Projects			Assets under construction	Corporate assets	Total
					Houndé Project	Ouaré Project	Exploration Properties			
<b>Cost</b>										
Balance as at December 31, 2013	\$ 589,699	\$ 604,174	\$ 161,936	\$ 190,805	\$ 122,394	\$ 11,422	\$ 3,169	\$ 910	\$ 1,867	\$ 1,686,376
Expenditures/additions	89,011	23,863	2,078	12,004	9,476	396	-	-	-	136,828
Reclamation liability change in estimate	2,799	(2,904)	2,778	2,507	-	-	-	-	-	5,180
Transfers (to) from inventory	1,631	-	810	(12,602)	-	-	-	(910)	-	(11,071)
Transfers	202	(1)	2	(10)	-	(189)	-	-	(4)	-
Disposals	(27)	(2,757)	(93)	(289)	-	-	-	-	(1)	(3,167)
Balance as at December 31, 2014	683,315	622,375	167,511	192,415	131,870	11,629	3,169	-	1,862	1,814,146
Expenditures/additions	38,568	10,470	839	14,305	4,157	-	-	-	475	68,814
Disposals	-	-	(142)	-	-	-	-	-	-	(142)
Balance as at September 30, 2015	\$ 721,883	\$ 632,845	\$ 168,208	\$ 206,720	\$ 136,027	\$ 11,629	\$ 3,169	\$ -	\$ 2,337	\$ 1,882,818
<b>Accumulated depreciation and impairment</b>										
Balance as at December 31, 2013	\$ 106,429	\$ 418,234	\$ 115,945	\$ -	\$ -	\$ 3,874	\$ 3,169	\$ -	\$ 1,476	\$ 649,127
Depreciation/depletion	36,757	14,840	13,013	27,174	-	-	-	-	105	91,889
Depreciation captured in inventory	4,419	1,467	781	2,553	-	-	-	-	-	9,220
Impairment charges	327,803	10,621	19,761	-	-	7,755	-	-	-	365,940
Disposals	-	-	(61)	-	-	-	-	-	-	(61)
Balance as at December 31, 2014	475,408	445,162	149,439	29,727	-	11,629	3,169	-	1,581	1,116,115
Depreciation/depletion	21,223	12,213	4,286	20,413	-	-	-	-	75	58,210
Depreciation captured in inventory	(1,511)	61	960	(173)	-	-	-	-	-	(663)
Disposals	-	-	(15)	-	-	-	-	-	-	(15)
Balance as at September 30, 2015	\$ 495,120	\$ 457,436	\$ 154,670	\$ 49,967	\$ -	\$ 11,629	\$ 3,169	\$ -	\$ 1,656	\$ 1,173,647
<b>Carrying amounts</b>										
At December 31, 2014	\$ 207,907	\$ 177,213	\$ 18,072	\$ 162,688	\$ 131,870	\$ -	\$ -	\$ -	\$ 281	\$ 698,031
At September 30, 2015	\$ 226,763	\$ 175,409	\$ 13,538	\$ 156,753	\$ 136,027	\$ -	\$ -	\$ -	\$ 681	\$ 709,171



**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)****5. OTHER LONG TERM ASSETS**

Other long term assets are comprised of:

	September 30, 2015	December 31, 2014
Promissory note and working capital loan	\$ 6,053	\$ 5,394
Long term stockpiles	3,047	2,778
<b>Total</b>	<b>\$ 9,100</b>	<b>\$ 8,172</b>

*Promissory note and working capital loan*

The Corporation holds a promissory note for future consideration from the sale of its debt advisory business in December 2011 and a working capital loan facility of \$1.0 million provided to the purchaser in January 2012.

*Long term stockpiles*

Certain low grade stockpiles that are not expected to be processed until the end of mine life are classified as long term assets. In the period ended September 30, 2015, a reversal of prior impairment of \$0.2 million (December 31, 2014, \$4.5 million) was recorded to adjust the cost to recoverable value.

**6. FINANCE LEASE OBLIGATIONS**

On March 7, 2014, the Corporation's Malian subsidiary entered into a five year, \$18 million equipment lease financing facility. The equipment lease was used to purchase a portion of the owner-operated mining equipment for the Tabakoto and Segala underground developments. The lease terms have a fixed rate of 9.5% per annum to amortize the principal and there exists a purchase option to buy the equipment outright at the end of the lease life for 0.5% of cost. The equipment lease is treated as a finance lease.

The finance leases were composed of the following obligations:

	September 30, 2015	December 31, 2014
Equipment lease obligations	\$ 14,224	\$ 16,248
Less: current portion	(4,315)	(4,296)
<b>Long-term equipment lease obligations</b>	<b>\$ 9,909</b>	<b>\$ 11,952</b>

	Minimum lease payments	
	September 30, 2015	December 31, 2014
Not later than one year	\$ 4,540	\$ 4,517
Later than one year and not later than five years	12,413	15,485
	16,953	20,002
Less future finance charges	(2,729)	(3,754)
<b>Present value of minimum lease payments</b>	<b>\$ 14,224</b>	<b>\$ 16,248</b>

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

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**7. LONG-TERM DEBT**

	September 30, 2015	December 31, 2014
Corporate loan facility (a)	\$ 260,000	\$ 300,000
Deferred financing costs (a)	(14,895)	(9,563)
Corporate loan facility	245,105	290,437
Other long-term debt	563	559
<b>Total debt</b>	<b>245,668</b>	<b>290,996</b>

On July 24, 2013, the Corporation signed a \$350 million amended senior secured revolving corporate loan facility (the "Facility") and utilized \$300 million of the amended Facility while completing the expansion of the Tabakoto mine and the construction of the Agbaou mine.

On March 10, 2015, the Corporation renewed its Facility with a syndicate of leading international banks. The renewed Facility has a maturity date of March 2020 and key terms including the following:

- The maturity date is five years from signing, March 9, 2020, and the available Facility amount declines with four equal semi-annual reductions of \$87.5 million commencing September 2018;
- The Facility includes standard corporate financial covenants, including:
  - Interest Cover shall not be less than 3 to 1, calculated on a rolling 12 month basis;
  - Net Debt to EBITDA shall not exceed 3.5 times, calculated on a rolling 12 month basis;
  - Minimum Tangible Net Worth shall not be less than US\$350 million.
- The interest is based on LIBOR plus a margin ranging between 3.75% and 5.75% per annum (sliding scale based on the actual Net Debt to EBITDA ratio).
- The Facility is secured by shares of Endeavour's material gold mining subsidiaries and certain material assets of those subsidiaries.

On April 30 and July 8, 2015, the Corporation made two principal payments of \$20.0 million each to reduce the drawn amount on the Facility to \$260.0 million.

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)****8. DERIVATIVE FINANCIAL INSTRUMENTS***Derivative financial liabilities*

The following table summarizes the derivative financial liabilities:

	September 30, 2015	December 31, 2014
Gold and fuel price protection programs (a)	\$ 4,274	\$ 11,041
Less: current portion	(4,274)	(6,420)
<b>Derivative financial liabilities</b>	<b>\$ -</b>	<b>\$ 4,621</b>

The following table summarizes the gain (loss) on derivative financial liabilities that have been recognized through the consolidated statements of comprehensive earnings:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Realized loss - gold and fuel price protection programs	\$ (1,217)	\$ (2,610)	\$ (5,341)	\$ (10,189)
Change in unrealized gain on gold and fuel price protection programs	2,827	10,909	6,767	6,211
<b>Total gain (loss) on the gold and fuel price protection programs</b>	<b>\$ 1,610</b>	<b>\$ 8,299</b>	<b>\$ 1,426</b>	<b>\$ (3,978)</b>

*(a) Gold and fuel price protection programs**(i) Options*

Prior to Endeavour's acquisition, Avion (parent company of Segala Mining Corporation SA) sold twelve call options that entitle the buyer to purchase 36,396 ounces of gold (3,033 ounces per call option) at a strike price of \$900 over twelve consecutive quarters from September 1, 2012 to June 1, 2015. In exchange, Avion received cash consideration of \$25.0 million.

The settlement of the call options was in cash as there is no exchange of physical gold. During the nine months ended September 30, 2015, the Corporation settled the remaining 6,066 ounces of gold resulting in a realized loss of \$1.8 million. There was no settlement in the three months ended September 30, 2015.

*(ii) Gold forward contracts*

Prior to Endeavour's acquisition, Adamus (parent company of Adamus Resources Limited) implemented a gold price protection program as part of the initial project financing of the Nzema Gold Mine. The gold price protection program consisted of gold forward contracts initially covering 290,000 ounces at a forward price of \$1,075 per ounce and subsequently amended to \$1,061 per ounce. The program required no cash or other margin.

On July 29, 2013, Endeavour re-distributed a portion of the 96,163 ounces of remaining forward contracts to several new lenders. The amended strike price increased from \$1,061 per ounce to a weighted average strike price \$1,332 per ounce. On the close out of the former hedge under the Nzema project financing, a \$300 per ounce increase in the strike price gave rise to a crystallized loss;

## ENDEAVOUR MINING CORPORATION

### Notes to the Unaudited Condensed Interim Consolidated Financial Statements (Expressed in Thousands of United States Dollars, except per share amounts)

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this crystallized loss will be allocated and paid over the remaining hedge deliveries, resulting in the net proceeds to be received of \$1,032 per ounce (\$1,332 per ounce less the loss of \$300 per ounce). Other terms and conditions remain the same.

The settlements of the forward contracts are in cash as there is no exchange of physical gold between the Corporation and the buyer. During the three and nine months ended September 30, 2015, the Corporation settled 8,059 and 23,236 ounces of gold resulting in a realized loss of \$0.8 million and \$3.1 million, respectively.

As at September 30, 2015, 40,927 ounces (8,764 in 2015 and 32,163 in 2016) of gold forward contracts remain outstanding with a fair value of \$3.3 million (December 31, 2014, \$9.3 million).

#### (iii) Fuel Swap Contracts

On June 1, 2015, Endeavour initiated a 12-month fuel price protection program approximately equal to 50% of the diesel fuel requirement at the Tabakoto Mine in the form of a cash-settled commodity swap transaction with Societe Generale. The strike price of the swap is \$572 per metric tonne (Mtonne) of Gas Oil, with monthly settlements of 1,268 Mtonnes.

During the three and nine months ended September 30, 2015, the Corporation settled 3,804 and 5,072 Mtonnes of Gas Oil resulting in a realized loss of \$0.4 million and \$0.4 million, respectively.

As at September 30, 2015, 8,876 Mtonnes (3,804 in 2015 and 5,072 in 2016) of Gas Oil swap contracts remain outstanding as a liability of \$0.9 million (December 31, 2014, \$nil).

## 9. PROVISIONS

Provisions are comprised of:

	September 30, 2015	December 31, 2014
Environmental rehabilitation provision	\$ 35,836	\$ 35,432
Deferred and performance share liability (Note 10)	1,686	467
<b>Total</b>	<b>\$ 37,522</b>	<b>\$ 35,899</b>

**ENDEAVOUR MINING CORPORATION**

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

**10. SHARE CAPITAL**

(a) *Voting shares*

Authorized  
1,000,000,000 voting shares of \$0.01 par value  
1,000,000,000 undesignated shares

(b) *Share-based compensation*

The following table summarizes the share-based compensation:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Share based compensation:				
Amortization of option grants	\$ 473	\$ 335	\$ 1,609	\$ 461
Total expense recognized on grant and change in fair value of DSUs	16	25	349	341
Total expense recognized on grant and change in fair value of PSUs	171	127	942	127
Total share-based payments	\$ 660	\$ 487	\$ 2,900	\$ 929

(i) *Options*

A summary of the changes in share options is presented below:

	Options outstanding	Weighted average exercise price (C\$)
At December 31, 2013	24,560,352	\$ 2.38
Granted	7,155,000	0.93
Exercised	(100,375)	0.80
Expired	(6,473,177)	2.30
At December 31, 2014	25,141,800	2.06
Granted	6,993,746	0.60
Expired	(4,351,709)	1.61
At September 30, 2015	27,783,837	\$ 1.76

On January 19, 2015, the Corporation issued 6,386,000 options with a strike price of C\$0.61 and a fair value of \$1.7 million, to be expensed over 3 years. The options were valued using the Black-Scholes option pricing model. Assumptions used were a dividend yield of nil, expected volatility of 74.8%, risk free rate of 1.29% and expected life of 3.25 years.

On August 4, 2015, the Corporation issued 607,746 options with a strike price of C\$0.52 and a fair value of \$0.1 million, to be expensed over 3 years. The options were valued using the Black-Scholes option pricing model. Assumptions used were a dividend yield of nil, expected volatility of 64.9%, risk free rate of 0.85% and expected life of 3.24 years.

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

The expected volatility assumption is based on the historical and implied volatility of Endeavour's Canadian dollar common share price on the Toronto Stock Exchange.

The following table summarizes information about the outstanding and exercisable share options outstanding as at September 30, 2015:

Exercise Prices (C\$)	Outstanding	Exercisable	Weighted average exercise price (C\$)	Weighted average remaining contractual life
\$0.52 - \$0.81	7,270,746	466,666	\$ 0.81	3.61 years
\$0.82 - \$1.50	6,118,260	3,290,760	1.01	3.52 years
\$1.51 - \$2.00	3,124,400	3,124,400	1.52	1.78 years
\$2.01 - \$2.50	3,942,836	3,942,836	2.28	2.34 years
\$2.51 - \$3.00	5,029,312	5,029,312	2.67	1.13 years
\$3.51 - \$4.00	80,300	80,300	3.70	0.62 years
\$4.01 - \$44.96	2,217,983	2,217,983	4.99	0.73 years
	27,783,837	18,152,257	\$ 2.32	1.95 years

The Corporation has established a share option plan whereby the Corporation's directors may from time to time grant options to directors, employees or consultants. The maximum term of any option is ten years. The exercise price of an option is not less than the volume weighted average trading price of the shares traded on the exchange for the five trading days immediately preceding the grant date. At September 30, 2015, there were 41,314,367 (December 31, 2014 – 41,314,367) options available for grant under the plan, of which 13,530,530 (December 31, 2014 – 16,172,567) are still available to be granted.

*(ii) Deferred share units*

On January 26, 2013, the Corporation established a deferred share unit plan ("DSU") for the purposes of strengthening the alignment of interests between non-executive directors of the Corporation and shareholders by linking a portion of the annual director compensation to the future value of the Corporation's common shares. Upon establishing the DSU plan for non-executive directors, the Corporation no longer grants options to non-executive directors.

The DSU allows each non-executive director to choose to receive, in the form of DSUs, all or a percentage of the director's fees, which would otherwise be payable in cash. Compensation for serving on committees must be paid in the form of DSUs. The plan also provides for discretionary grants of additional DSUs by the Board. Each DSU fully vests upon award, but is distributed only when the director has ceased to be a member of the Board. Vested units are settled in cash based on the common share price at the date of settlement.

A summary of the changes in DSUs is presented below:

	Deferred Units outstanding
At December 31, 2013	336,994
Granted	684,148
Exercised	(53,333)
At December 31, 2014	967,809
Granted	633,088
At September 30, 2015	1,600,897

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

The total fair value of DSUs at September 30, 2015, was \$0.7 million (December 31, 2014 – \$0.4 million). The fair value of the DSUs was recognized as share-based payments totaling \$0.01 million and \$0.3 million for the three and nine months ended September 30, 2015 (September 30, 2014 – \$0.2 million and \$0.3 million, respectively) with a corresponding amount recorded as a deferred share unit liability in the consolidated statement of financial position (Note 9).

*(iii) Performance share units*

In March 2014, following a comprehensive review of its executive compensation programs and pay practices, the Corporation introduced a change in its long term incentive plan (“LTI Plan”) to include a portion of performance-linked share unit awards (“PSUs”). The PSU program is intended to increase the pay mix in favour of long-term equity-based compensation with three year cliff-vesting to serve as an employee retention mechanism.

A summary of the changes in PSUs is presented below:

	<u>PSUs outstanding</u>
At December 31, 2013	-
Granted	2,627,000
At December 31, 2014	2,627,000
Granted	2,980,000
Exercised/Released	(18,889)
Expired	(410,111)
At September 30, 2015	<u>5,178,000</u>

The total fair value of outstanding PSUs at September 30, 2015, was \$1.0 million (December 31, 2014 - \$0.1 million). The fair value of the PSUs was recognized as share-based payment expense totaling \$0.2 million and \$0.9 million for the three and nine months ended September 30, 2015, respectively (September 30, 2014, \$0.1 million), with a corresponding amount recorded as a preferred share unit liability in the consolidated statement of financial position (Note 9).

*(c) Earnings per share*

The following table summarizes the stock options excluded from the computation of diluted earnings per share because the exercise prices exceeded the daily weighted average market values of the common shares for the three and nine months ended September 30, 2015, of C\$0.52 and C\$0.60 respectively (C\$0.86 and C\$0.81 for the three and nine months ended September 30, 2014).

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	2015	2014	2015	2014
Stock Options	27,176,091	28,877,450	21,176,091	25,745,400

**ENDEAVOUR MINING CORPORATION**
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

Basic and diluted earnings per share was calculated on the following:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Earnings attributable to shareholders of the Corporation	\$ 3,503	\$ 1,859	\$ 42,897	\$ 6,926
Basic weighted average number of shares outstanding	413,143,668	413,143,668	413,143,668	413,110,978
Effect of dilutive securities				
Stock options	26,458	49,614	13,595	2,157
Diluted weighted average number of shares outstanding	413,170,126	413,193,282	413,157,263	413,113,135

On November 5, 2015, during a special shareholder meeting, the Corporation was authorized to consolidate all of its authorized, issued and outstanding ordinary shares at a ratio of 10:1 within 12 months of the date of the resolution.

**11. NON-CONTROLLING INTERESTS**

The composition of the non-controlling interests is as follows:

	Agbaou Gold Operations SA (Agbaou Mine)	Adamus Resources Limited (Nzema Mine)	Segala Mining Corporation SA (Tabakoto Mine)	Burkina Mining Company SA (Youga Mine)	Total
At December 31, 2013	\$ -	\$ (3,623)	\$ 32,050	\$ 6,022	\$ 34,449
Net earnings	6,931	473	(3,702)	1,329	5,031
Dividend distribution	-	-	-	(881)	(881)
At September 30, 2014	6,931	(3,150)	28,348	6,470	38,599
Net earnings (loss)	2,027	(1,622)	(57,949)	(2,037)	(59,581)
At December 31, 2014	8,958	(4,772)	(29,601)	4,433	(20,982)
Net earnings	10,384	159	3,191	613	14,347
Dividend distribution	-	-	-	(485)	(485)
At September 30, 2015	\$ 19,342	\$ (4,613)	\$ (26,410)	\$ 4,561	\$ (7,120)

During the period ended September 30, 2015, Burkina Mining Company, declared a \$4.9 million dividend based on its 2014 results. The dividend resulted in a cash payment of \$0.5 million (inclusive of withholding taxes) to the Burkina Faso Government (September 30, 2014 - \$0.9 million).



**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)****12. (LOSSES) GAINS ON FINANCIAL INSTRUMENTS, NET**

	Three months ended September		Nine months ended September	
	2015	2014	2015	2014
Loss on marketable securities	\$ (93)	\$ (1,074)	\$ (427)	\$ (972)
Imputed interest on promissory note and other assets	220	460	659	1,379
Interest (expense) income	(27)	46	(199)	66
Gain (loss) on derivative financial assets	-	17	(35)	(1,831)
(Loss) gain on derivative financial liabilities (Note 8)	1,610	8,299	1,426	(3,978)
(Loss) gain on foreign currency	(1,745)	(3,024)	2,108	(4,966)
	<u>\$ (35)</u>	<u>\$ 4,724</u>	<u>\$ 3,532</u>	<u>\$ (10,302)</u>

**13. INCOME TAXES**

The Corporation operates in numerous countries and, accordingly, it is subject to, and pays annual income taxes under, the various income tax regimes in the countries in which it operates. From time to time the Corporation is subject to a review of its income tax filings and in connection with such reviews, disputes can arise with the taxing authorities over the interpretation or application of certain rules to the Corporation's business conducted within the country involved.

The Corporation's Burkina Faso subsidiary, Burkina Mining Corporation SA ("BMC"), was audited by the Direction Générale Des Impôts ("DGI") for its fiscal taxation years December 31, 2010 and December 31, 2011, and received a final tax assessment amounting to approximately \$7.5 million, a reduction from the initial amount assessed of approximately \$27.9 million. In the three and nine months ended September 30, 2015, the Corporation paid \$nil million and \$2.7 million (2014 - \$3.4 million), respectively, fully settling its liability.

In the fourth quarter of 2014, the Corporation's Malian subsidiary, Segala Mining Corporation SA ("Semico"), received a tax assessment from the Malian tax authority of \$40.6 million related to the fiscal years 2011 to 2013 and related to various taxes. The Corporation and its advisors believe that a significant portion of the assessment's tax claims are wholly without merit and as such have actively engaged with the tax authority since receiving the assessment in the fourth quarter of 2014 to resolve this matter. Subsequent to December 31, 2014, on February 13, 2015, the tax authority re-confirmed the amounts owing as a result of the assessments at approximately \$25 million. The Corporation continues to engage with the highest levels of Malian authorities together with its advisors to resolve this matter and given the response presented to the authorities as well as advice received from its advisors, a vigorous process is underway to refute the notified amounts as well as avoid any additional payments.

If the Corporation is unable to resolve these matters favorably, there may be a material adverse impact on the Corporation's financial performance, cash flows and results of operations. In the event that management's estimate of the future resolution of these matters changes, the Corporation will recognize the effects of the changes in its consolidated financial statements in the period that such changes occur.

**14. SEGMENTED INFORMATION**

The following is an analysis of the Corporation's revenue and results by reportable segment.

**ENDEAVOUR MINING CORPORATION**
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

Three months ended September 30, 2015								
	Agbaou Mine Côte d'Ivoire	Nzema Mine Ghana	Tabakoto Mine Mali	Youga Mine Burkina Faso	Exploration	Non-Mining	Total	
<b>Revenue</b>								
Gold revenue	\$ 48,592	\$ 31,454	\$ 41,780	\$ 16,033	\$ -	\$ -	\$ 137,859	
<b>Cost of sales</b>								
Operating expenses	22,295	27,589	25,660	13,289	-	-	88,833	
Depreciation and depletion	7,192	5,151	6,690	1,494	-	25	20,552	
Royalties	1,748	1,768	2,493	641	-	-	6,650	
<b>Earnings (loss) from mine operations</b>	17,357	(3,054)	6,937	609	-	(25)	21,824	
Corporate costs	-	-	-	-	-	4,744	4,744	
Share-based payments	-	-	-	-	-	660	660	
Exploration	-	-	-	-	172	-	172	
<b>Earnings (loss) from operations</b>	17,357	(3,054)	6,937	609	(172)	(5,429)	16,248	
<b>Other income (expenses)</b>								
(Losses) gains on financial instruments	(179)	(827)	(1,652)	845	-	1,778	(35)	
Finance costs	(66)	(70)	(417)	(28)	-	(6,524)	(7,105)	
Other (expense) income	-	-	(157)	-	(358)	-	(515)	
	(245)	(897)	(2,226)	817	(358)	(4,746)	(7,655)	
<b>Earnings (loss) before taxes</b>	17,112	(3,951)	4,711	1,426	(530)	(10,175)	8,593	
Income taxes (expense) recovery	(409)	2,721	(3,629)	(309)	(1)	(261)	(1,888)	
<b>Net earnings (loss) and total comprehensive earnings (loss)</b>	\$ 16,703	\$ (1,230)	\$ 1,082	\$ 1,117	\$ (531)	\$ (10,436)	\$ 6,705	

Nine months ended September 30, 2015								
	Agbaou Mine Côte d'Ivoire	Nzema Mine Ghana	Tabakoto Mine Mali	Youga Mine Burkina Faso	Exploration	Non-Mining	Total	
<b>Revenue</b>								
Gold revenue	\$ 152,299	\$ 103,407	\$ 129,366	\$ 59,481	\$ -	\$ -	\$ 444,553	
<b>Cost of sales</b>								
Operating expenses	60,866	80,553	87,010	42,776	-	-	271,205	
Depreciation and depletion	20,413	12,213	21,223	4,286	-	75	58,210	
Royalties	5,431	5,890	7,731	2,258	-	-	21,310	
<b>Earnings (loss) from mine operations</b>	65,589	4,751	13,402	10,161	-	(75)	93,828	
Corporate costs	-	-	-	-	-	13,177	13,177	
Share-based payments	-	-	-	-	-	2,900	2,900	
Exploration	-	-	-	-	1,358	-	1,358	
<b>Earnings (loss) from operations</b>	65,589	4,751	13,402	10,161	(1,358)	(16,152)	76,393	
<b>Other income (expenses)</b>								
(Losses) gains on financial instruments	(174)	(658)	1,982	595	265	1,522	3,532	
Finance costs	(213)	(209)	(1,306)	(83)	-	(21,976)	(23,787)	
Other (expense) income	-	-	-	-	(379)	-	(379)	
	(387)	(867)	676	512	(114)	(20,454)	(20,634)	
<b>Earnings (loss) before taxes</b>	65,202	3,884	14,078	10,673	(1,472)	(36,606)	55,759	
Income taxes (expense) recovery	2,786	5,665	(4,157)	(1,711)	(53)	(1,045)	1,485	
<b>Net earnings (loss) and total comprehensive earnings (loss)</b>	\$ 67,988	\$ 9,549	\$ 9,921	\$ 8,962	\$ (1,525)	\$ (37,651)	\$ 57,244	

**ENDEAVOUR MINING CORPORATION**
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

	Three months ended September 30, 2014							Total
	Agbaou	Nzema	Tabakoto	Youga	Exploration	Non-Mining		
	Mine Côte d'Ivoire	Mine Ghana	Mine Mali	Mine Burkina Faso				
<b>Revenue</b>								
Gold revenue	\$ 53,174	\$ 31,050	\$ 37,614	\$ 23,385	\$ -	\$ -	\$ 145,223	
<b>Cost of sales</b>								
Operating expenses	19,568	24,072	38,742	13,490	-	-	\$ 95,872	
Depreciation and depletion	8,416	5,264	10,340	3,232	-	26	\$ 27,278	
Royalties	1,855	1,706	2,254	1,002	-	-	\$ 6,817	
<b>Earnings (loss) from mine operations</b>	<b>23,335</b>	<b>8</b>	<b>(13,722)</b>	<b>5,661</b>	<b>-</b>	<b>(26)</b>	<b>15,256</b>	
Corporate costs	-	-	-	-	-	4,120	\$ 4,120	
Share-based payments	-	-	-	-	-	487	\$ 487	
Exploration	-	-	-	-	323	-	\$ 323	
<b>Earnings (loss) from operations</b>	<b>23,335</b>	<b>8</b>	<b>(13,722)</b>	<b>5,661</b>	<b>(323)</b>	<b>(4,633)</b>	<b>10,326</b>	
Other income (expense)								
Gains (losses) on financial instruments	47	516	(3,461)	80	(30)	7,572	4,724	
Finance costs	(48)	(248)	(385)	(39)	-	(6,837)	(7,557)	
Other income (expense)	-	(2,754)	-	-	661	-	(2,093)	
	(1)	(2,486)	(3,846)	41	631	735	(4,926)	
<b>Earnings (loss) before taxes</b>	<b>23,334</b>	<b>(2,478)</b>	<b>(17,568)</b>	<b>5,702</b>	<b>308</b>	<b>(3,898)</b>	<b>5,400</b>	
Income taxes (expense) recovery	(586)	2,367	(4,218)	(460)	-	(447)	(3,344)	
<b>Net earnings (loss) and total comprehensive earnings (loss)</b>	<b>\$ 22,748</b>	<b>\$ (111)</b>	<b>\$ (21,786)</b>	<b>\$ 5,242</b>	<b>\$ 308</b>	<b>\$ (4,345)</b>	<b>\$ 2,056</b>	
	Nine months ended September 30, 2014							
	Agbaou	Nzema	Tabakoto	Youga	Exploration	Non-Mining	Total	
	Mine Côte d'Ivoire	Mine Ghana	Mine Mali	Mine Burkina Faso				
<b>Revenue</b>								
Gold revenue	\$ 120,080	\$ 114,331	\$ 128,452	\$ 72,969	\$ -	\$ -	\$ 435,832	
<b>Cost of sales</b>								
Operating expenses	52,350	76,485	114,366	41,723	-	-	284,924	
Depreciation and depletion	16,718	13,030	27,310	10,493	-	77	67,628	
Royalties	4,338	6,351	7,686	3,275	-	-	21,650	
<b>Earnings (loss) from mine operations</b>	<b>46,674</b>	<b>18,465</b>	<b>(20,910)</b>	<b>17,478</b>	<b>-</b>	<b>(77)</b>	<b>61,630</b>	
Corporate costs	-	-	-	-	-	14,220	14,220	
Share-based payments	-	-	-	-	-	929	929	
Exploration	-	-	-	-	1,215	-	1,215	
<b>Earnings (loss) from operations</b>	<b>46,674</b>	<b>18,465</b>	<b>(20,910)</b>	<b>17,478</b>	<b>(1,215)</b>	<b>(15,226)</b>	<b>45,266</b>	
Other income (expense)								
Gains (losses) on financial instruments	(76)	278	(5,057)	302	(781)	(4,968)	(10,302)	
Finance costs	(145)	(745)	(702)	(117)	-	(19,552)	(21,261)	
Other income (expense)	-	(2,754)	-	-	1,647	-	(1,107)	
	(221)	(3,221)	(5,759)	185	866	(24,520)	(32,670)	
<b>Earnings (loss) before taxes</b>	<b>46,453</b>	<b>15,244</b>	<b>(26,669)</b>	<b>17,663</b>	<b>(349)</b>	<b>(39,746)</b>	<b>12,596</b>	
Income taxes (expense) recovery	(478)	(11)	4,532	(3,486)	-	(1,196)	(639)	
<b>Net earnings (loss) and total comprehensive earnings (loss)</b>	<b>\$ 45,975</b>	<b>\$ 15,233</b>	<b>\$ (22,137)</b>	<b>\$ 14,177</b>	<b>\$ (349)</b>	<b>\$ (40,942)</b>	<b>\$ 11,957</b>	

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)**

Segment revenue reported represents revenue generated from external customers. There were no inter-segment sales during the three and nine months ended September 30, 2015.

*Geographical information*

The Corporation's revenue from continuing operations from external customers by location of operations is presented above and information about its non-current assets by location is detailed below:

Non-current assets	September 30, 2015	December 31, 2014
Côte d'Ivoire	\$ 156,753	\$ 162,688
Ghana	189,038	245,334
Mali	287,138	207,907
Burkina Faso	149,565	149,942
Other	6,734	8,453
	\$ 789,228	\$ 774,324

*Information about major customers*

Each segment has only one customer which accounts for all of its revenues.

The Corporation is not economically dependent on a limited number of customers for the sale of gold because gold can be sold through numerous commodity market traders worldwide.

*Total assets and liabilities*

	September 30, 2015		December 31, 2014	
	Total assets	Total liabilities	Total assets	Total liabilities
Agbaou Project	\$ 186,804	\$ 32,223	\$ 192,501	\$ 31,284
Nzema Mine	216,327	37,651	219,965	40,889
Tabakoto Mine	334,668	75,426	351,494	98,933
Youga Mine	54,212	18,478	54,870	20,012
Houndé Project	136,027	-	131,870	-
Exploration	1,149	19,862	517	20,057
Non-Mining	16,852	260,661	12,658	309,330
	\$ 946,039	\$ 444,301	\$ 963,875	\$ 520,505

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)****15. CAPITAL MANAGEMENT**

The Corporation's objectives of capital management are to safeguard the entity's ability to support the Corporation's normal operating requirements on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans. In the management of capital, the Corporation includes the components of equity, short-term borrowings and long-term debt, net of cash and cash equivalents, restricted cash and marketable securities.

Capital, as defined above, is summarized in the following table:

	September 30, 2015	December 31, 2014
Equity	\$ 501,738	\$ 443,370
Current and long-term debt	245,668	290,996
	747,406	734,366
Less:		
Cash	(31,795)	(62,179)
Cash - restricted	(5,755)	(4,517)
Marketable securities	(557)	(854)
	\$ 709,299	\$ 666,816

The Corporation manages its capital structure and makes adjustments to it in light of changes in its economic environment and the risk characteristics of the Corporation's assets. To effectively manage the entity's capital requirements, the Corporation has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Corporation has the appropriate liquidity to meet its operating and growth objectives.

**16. FINANCIAL INSTRUMENTS*****Financial assets and liabilities***

The Corporation's financial instruments consist of cash, restricted cash, marketable securities, trade and other receivables, promissory note, long-term receivable, derivative financial assets, trade and other payables, derivative financial liabilities and current and long-term debt. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

The Corporation has certain financial assets and liabilities that are held at fair value. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques to measure fair value:

***Classification of financial assets and liabilities***

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)***Valuation of Level 2 derivative financial liabilities*

The fair value of derivative financial liabilities is determined using discounted contractual cash flows based on quoted forward curves and discount rates incorporating the applicable yield curve.

At September 30, 2015, the levels in the fair value hierarchy into which the Corporation's financial assets and liabilities measured and recognized in the statement of financial position at fair value are categorized are as follows:

	September 30, 2015			
	Level 1 Input	Level 2 Input	Level 3 Input	Aggregate Fair Value
<b>Assets:</b>				
Cash	\$ 31,795	\$ -	\$ -	\$ 31,795
Cash - restricted	5,755	-	-	5,755
Marketable securities	557	-	-	557
	<u>\$ 38,107</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 38,107</u>
<b>Liabilities:</b>				
Derivative financial liabilities	-	4,274	-	4,274
	<u>\$ -</u>	<u>\$ 4,274</u>	<u>\$ -</u>	<u>\$ 4,274</u>

At December 31, 2014, the levels in the fair value hierarchy into which the Corporation's financial assets and liabilities are measured and recognized in the statement of financial position at fair value are categorized as follows:

	December 31, 2014			
	Level 1 Input	Level 2 Input	Level 3 Input	Aggregate Fair Value
<b>Assets:</b>				
Cash	\$ 62,179	\$ -	\$ -	\$ 62,179
Cash - restricted	4,517	-	-	4,517
Marketable securities	770	84	-	854
Derivative financial asset	-	35	-	35
	<u>\$ 67,466</u>	<u>\$ 119</u>	<u>\$ -</u>	<u>\$ 67,585</u>
<b>Liabilities:</b>				
Derivative financial liabilities	-	11,041	-	11,041
	<u>\$ -</u>	<u>\$ 11,041</u>	<u>\$ -</u>	<u>\$ 11,041</u>

There were no transfers between level 1 and 2 in the periods.

**ENDEAVOUR MINING CORPORATION****Notes to the Unaudited Condensed Interim Consolidated Financial Statements  
(Expressed in Thousands of United States Dollars, except per share amounts)*****Financial instrument risk exposure***

The Corporation's activities expose it to a variety of risks that may include credit risk, liquidity risk, currency risk, interest rate risk and other price risks, including equity price risk. The Corporation examines the various financial instrument risks to which it is exposed and assesses any impact and likelihood of those risks.

**(i) Credit risk**

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Corporation by failing to discharge its obligations. There has been no change in the Corporation's objectives and policies for managing this risk in the three and nine months ended September 30, 2015.

The Corporation's maximum exposure to credit risk is as follows:

	September 30, 2015	December 31, 2014
Cash	\$ 31,795	\$ 62,179
Cash - restricted	5,755	4,517
Trade and other receivables	13,320	21,530
Promissory note and working capital loan	6,053	5,394
	<u>\$ 56,923</u>	<u>\$ 93,620</u>

**(ii) Liquidity risk**

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash, physical gold or another financial asset. The Corporation has a planning and budgeting process in place to help determine the funds required to support the Corporation's normal operating requirements.

The following table summarizes the contractual obligations at September 30, 2015:

	Within 1 year	2 to 3 years	4 to 5 years	Over 5 years	Total
Trade and other payables	\$ 108,881	\$ -	\$ -	\$ -	\$ 108,881
Long-term debt	-	-	230,000	30,000	260,000
Finance lease obligations	4,540	12,413	-	-	16,953
Minimum operating lease payments	1,362	2,219	1,546	-	5,127
Derivative financial liabilities	4,274	-	-	-	4,274
	<u>\$ 119,058</u>	<u>\$ 14,632</u>	<u>\$ 231,546</u>	<u>\$ 30,000</u>	<u>\$ 395,235</u>

## ENDEAVOUR MINING CORPORATION

### Notes to the Unaudited Condensed Interim Consolidated Financial Statements (Expressed in Thousands of United States Dollars, except per share amounts)

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#### **Market risk**

##### *(i) Currency risk*

Currency risk relates to the risk that the fair values or future cash flows of the Corporation's financial instruments will fluctuate because of changes in foreign exchange rates. Exchange rate fluctuations may affect the costs that the Corporation incurs in its operations. There has been no change in the Corporation's objectives and policies for managing this risk during the three and nine months ended September 30, 2015.

The Corporation has not hedged its exposure to foreign currency exchange risk.

The table below highlights the monetary net assets denominated in foreign currencies (in \$US):

	September 30, 2015	December 31, 2014
Canadian dollar	\$ (1,149)	\$ 1,111
CFA Francs	(10,131)	(6,451)
Other currencies	294	4,046
	<u>\$ (10,986)</u>	<u>\$ (1,294)</u>

The effect on earnings and other comprehensive earnings before tax as at September 30, 2015, of a 10% appreciation or depreciation in the foreign currencies against the US dollar on the above mentioned financial and non-financial assets and liabilities of the Corporation is estimated to be \$1.1 million (December 31, 2014, \$0.1 million), assuming that all other variables remained constant. The calculation is based on the Corporation's statement of financial position as at September 30, 2015.

##### *(ii) Interest rate risk*

Interest rate risk is the risk that future cash flows from, or the fair values of, the Corporation's financial instruments will fluctuate because of changes in market interest rates. The Corporation is exposed to interest rate risk primarily on its long-term debt. Since marketable securities and government treasury securities held as loans are short term in nature and are usually held to maturity, there is minimal fair value sensitivity to changes in interest rates,. The Corporation continually monitors its exposure to interest rates and is comfortable with its exposure given the relatively low short-term US interest rates and LIBOR.

The effect on earnings and other comprehensive earnings before tax as at September 30, 2015, of a 10% change in the LIBOR rate on the Facility is estimated to be \$0.1 million (December 31, 2014 - \$0.1 million).

##### *(iii) Price risk*

Price risk is the risk that the fair value or future cash flows of the Corporation's financial instruments will fluctuate because of changes in market prices. There has been no change in the Corporation's objectives and policies for managing this risk and no significant changes to the Corporation's exposure to price risk during the three months and nine ended September 30, 2015.

The Corporation is also exposed to other price risk or equity price risk in trading its marketable securities and unfavorable market conditions could result in dispositions of marketable securities at less than favorable prices.



**17. COMMITMENTS AND CONTINGENCIES**

*Contracts and Leases*

- (i) The Corporation has commitments in place at all four of its mines for drill and blasting services, load and haul services, and supply of explosives and hydrocarbon services.
- (ii) The Corporation has various contracts in place at Nzema mine to purchase higher grade ore from third parties for processing that typically do not extend to more than one year.
- (iii) The Corporation is subject to operating and finance lease commitments in connection with the purchase of mining equipment, light duty vehicles, operational building facilities and rented office premises.
- (iv) The Corporation is, from time to time, involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Corporation cannot reasonably predict the likelihood or outcome of these actions. The Corporation does not believe that adverse decisions in any other pending or threatened proceedings related to any matter, or any amount which may be required to be paid by reason thereof, will have a material effect on the financial condition or future results of operations.
- (v) The Corporation's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Corporation believes its operations are materially in compliance with all applicable laws and regulations. The Corporation has made, and expects to make in the future, expenditures to comply with such laws and regulations.

**18. SUBSEQUENT EVENT**

On September 21, 2015, the Corporation announced that it had entered into a long-term strategic partnership with La Mancha Holding SARL ("La Mancha"), a privately-held gold investment company controlled by the Sawiris Family. As part of the transaction, Endeavour will acquire La Mancha's indirect 55% interest in Société des Mines d'Ity S.A. ("SMI"), which operates the Ity Gold Mine in Côte d'Ivoire, plus various regional exploration properties, the feasibility study stage Ity CIL project, and La Mancha will contribute US\$63 million cash with the acquired businesses. La Mancha has also expressed an in-principle commitment to invest up to US\$75 million in additional funds to support Endeavour's growth.

The long term strategic partnership was approved by shareholders on November 5, 2015 with 93.4% voting in support, and it is now only subject to certain final closing conditions. With the completion of the transaction, La Mancha will be issued new Endeavour shares representing 30% of the enlarged share capital.

As discussed in Note 10(c), the Corporation has been authorized to consolidate its shares at a 10:1 ratio.