UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2016**

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE EXCHANGE ACT
For the transition period from _________ to __________________

000-21777
(Commission File Number)

GOLDEN QUEEN MINING CO. LTD.
(Exact name of registrant as specified in its charter)

British Columbia, Canada	**Not Applicable**
(State or other jurisdiction of incorporation)	(IRS Employer Identification) No.)

2300 – 1066 West Hastings Street
Vancouver, British Columbia
V6E 3X2 Canada

(Address of principal executive offices)

Issuer's telephone number, including area code: **(778) 373-1557**

Former name, former address and former fiscal year, if changed since last report: **N/A**

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

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

Check whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [X] Smaller reporting company [ ]

Check whether the registrant is a shell company, as defined in Rule 12b-2 of the Exchange Act. Yes [ ] No [**X**]

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of May 10, 2016 the registrant's outstanding common stock consisted of 99,928,683 shares.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion of the operating results and financial condition of Golden Queen Mining Co. Ltd. ("Golden Queen", "Company", "we", "our" or "us") is as at May 10, 2016 and should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the quarter ended March 31, 2016 and the notes thereto.

The information in this Management's Discussion and Analysis of Financial Condition and Results of Operations is prepared in accordance with U.S. generally accepted accounting principles and all amounts herein are in U.S. dollars unless otherwise noted.

The Soledad Mountain Project

Overview

The Company is an emerging gold and silver producer utilizing an open pit, heap leach operation on its Soledad Mountain property, located just outside the town of Mojave in Kern County in southern California. The Soledad Mountain Project (the "Project") utilizes conventional open pit mining methods and the cyanide heap leach and Merrill-Crowe processes to recover gold and silver from crushed, agglomerated ore.

The Company closed a joint venture transaction (the "Joint Venture Transaction") with Gauss LLC ("Gauss") pursuant to which it sold 50% of its ownership in the Project for an investment of $110 million in September 2014. Gauss is a funding vehicle owned by entities controlled by Leucadia National Corporation (NYSE: LUK) ("Leucadia") and certain members of the Clay family, a shareholder group which, at the time of the Joint Venture Transaction, collectively owned approximately 27% of the issued and outstanding shares of Golden Queen (the "Clay Group"). Gauss is owned 70.51% by Gauss Holdings LLC ("Gauss Holdings", Leucadia's investment entity) and 29.49% by Auvergne LLC ("Auvergne", the Clay Group's investment entity).

Golden Queen Mining Co., Inc. ("GQM Inc."), a California corporation and the wholly-owned subsidiary of the Company, was converted into a limited liability company, Golden Queen Mining Company, LLC ("GQM LLC") on September 10, 2014 in preparation for the formation of the Joint Venture. Golden Queen Mining Holdings ("GQ Holdings"), the Company's wholly-owned subsidiary, now owns a 50% interest in GQM LLC and Gauss holds the remaining 50%.

Please refer to the Company's Form 10-K dated March 30, 2016 for information on the Project and the Joint Venture Transaction.

The Company commenced commissioning of the facilities in the last quarter of 2015. The first gold and silver doré was poured, as part of the testing and commissioning process, on March 1, 2016. Testing and commissioning continued in March 2016 and production commenced on April 1, 2016.

Commissioning of the Facilities

Commissioning of the crushing-screening plant commenced in the fourth quarter of 2015 as scheduled. Leaching of the agglomerated ore was initiated in early February and the commissioning of the Merrill-Crowe facility was completed mid-February. A significant milestone was achieved when the inaugural gold and silver doré bar was poured on March 1, 2016.

The Company anticipates achieving commercial production in the second half of 2016. In accordance with US GAAP, the Company expects to begin recognizing revenues and expenses related to the sale of metals in the second quarter of 2016.

Please refer to ***Cash used in Investing Activities*** below for further details on the construction work done on site.

Mining

A total of 291K tons of ore were mined in the first quarter with a strip ratio of 3.3 waste to ore.

The mining of the North West Pit commenced in 2015 and the waste rock has been used to construct the Main Pit, Phase 1 access road and the East Pit access road. Mining of the North West Pit will continue for the remainder of the year.

Mining of the Main Pit, phase 1, commenced in early January of this year. Mining of the Main pit will continue into 2017.

The grade reconciliation with the Block-Model for both the North West Pit and Main Pit is on-going.

An in-fill drilling program of the East Pit is being contemplated for later this quarter. The Company anticipates mining of the East Pit to commence in January 2017.

Processing and Production during Commissioning/Testing Phase

The crushing-screening plant daily average in Q1 2016 was 4,038 tons per day. In April, the daily average was 6,790 tons per day. The Company has made steady progress with the commissioning of the crushing-screening plant and the pad-loading systems. The performance of the HPGR system has exceeded expectations but there have been some issues with the pad-loading system and wear on liners for the crushers, various chutes and other parts.

As of the end of April, a total of 584K tons are currently leaching on the heap-leach pad. Agglomerate quality was very good in Q1 2016 and the porosity and permeability of the heap-leach pad is extremely high. The Company forecasts the 150-day recovery of the first lift to be approximately 70%.

A total of 1,109 oz of gold and 11,108 oz of silver have been produced as of April 30, 2016.

February 2015 Technical Report and Updated Feasibility Study

The Company engaged Mine Development Associates ("MDA") in 2014 to update the Project's geological model from first principles and to provide updated mineral resource estimates. The Company also engaged Norwest Corporation ("Norwest") and Kappes, Cassiday & Associates ("KCA") to update the mineral reserve estimates and prepare a feasibility study and economic analysis based upon current information. The updated mineral resource and reserve estimates and results of the feasibility study were disclosed in a news release on February 10, 2015. The Company filed a technical report pursuant to National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") titled "Soledad Mountain Technical Report and Updated Feasibility Study" with an effective date of February 25, 2015 (the "Technical Report") on the System for Electronic Document Analysis and Retrieval ("SEDAR") on February 27, 2015 and the Electronic Data Gathering, Analysis, and Retrieval system ("EDGAR") on March 2, 2015. The Technical Report was prepared by Carl E. Defilippi of KCA, Sean Ennis of Norwest, Michael M. Gustin of MDA and Peter Ronning of New Caledonian Geological Consulting, each of whom is a Qualified Person and independent of the Company pursuant to NI 43-101.

The updated feasibility study highlights includes the following estimates and assumptions:
(expressed on a 100% Basis)

- Life of mine average annual production of 74k oz of gold and 781k oz of silver during full production Years 2-11;
- Total production of 807k oz of gold and 8.3mm oz of silver;
- Stripping ratio of 3.41:1 (waste tons : ore tons);
- Pre-production capital costs of approximately $144 million in-line with the capital costs update provided in March 2014: $99.3 million in construction capital costs, $15 million contingency, $10.5 million in working capital and financial assurance cost estimate and $19.2 million for the mobile mining equipment. The mobile mining equipment is being financed through Komatsu Financial;
- Base case after-tax net present value (5% discount rate) of $214 million with a gold price of $1,250/oz and a silver price of $17/oz; and
- Base case after-tax IRR of 28.3% with a gold price of $1,250/oz and a silver price of $17/oz.

Please refer to the Company's news release dated February 10, 2015 and Form 10-K dated March 30, 2016 for further details on the Technical Report and updated feasibility study. The Technical Report and updated feasibility study are also available on the Company's website or on SEDAR.

The Center for Biodiversity Petition to List the Mohave Shoulderband Snail as an Endangered Species

On January 31, 2014, the Center for Biological Diversity ("CBD") filed an emergency petition (the "Petition") with the United States Fish and Wildlife Service ("USFWS") asking the USFWS to list the Mohave Shoulderband snail as a threatened or endangered species. Citing a report published more than 80 years ago, the Petition claims that the snail exists in only three places, and that most of the snail habitat occurs on Soledad Mountain, where the Company is developing the Project.

The Company worked with its environmental and legal advisors to prepare a detailed response to the petition, which was filed with the USFWS on March 31, 2014. The Company's response is available on the Company's website at www.goldenqueen.com.

On April 22, 2014, the Company learned that the USFWS had determined that there is no emergency to justify listing the Mohave Shoulderband snail as threatened or endangered under the Endangered Species Act of 1973, as amended. The USFWS reviewed the petition filed by the CBD and concluded that there was no imminent threat to the snail that would cause them to believe an emergency listing was required.

Even though an emergency listing was not warranted, the USFWS is required by the Endangered Species Act to continue processing the listing petition. A public comment period on the petition commenced on April 10, 2015 for a period of 60 days. On September 9, 2015, the USFWS and the CBD entered into a Stipulated Settlement Agreement that established a 12 Month Finding date of April 11, 2016.

In November 2015, the Company, the USFWS, and the CBD entered into a Memorandum of Understanding under which the USFWS and the CBD agreed to defer the 12 Month Finding date to June 30, 2017, and the Company agreed not to disturb until June 30, 2017 certain points on Soledad Mountain where snails or snail shells had been identified. The Company, the USFWS, and the CBD have jointly selected a third party environmental consultant that will conduct a survey to better understand the snail's range and distribution on Soledad Mountain before the USFWS prepares its 12 Month Finding. Surveying is anticipated to take place between the fall of 2016 and the spring of 2017.

The Project has received all necessary regulatory approvals. The ongoing review by the USFWS does not affect the Project's regulatory approvals or interfere with the Project's operation. The November 2015 Memorandum of Understanding caused no material adjustments to the Project's mine plan. The Company believes that conservation of the snail can be accomplished without material adjustments to the Project's mine plan, but if the USFWS ultimately finds that the snail is 'endangered' or 'threatened' and no agreed conservation plan is established, material adjustments to the Project's mine plan may be required.

Other Legal Matters

National Labor Relations Board

The Company filed a charge with the National Labor Relations Board (the "NLRB") against the Building and Construction Trades Council of Kern, Inyo, and Mono Counties (the "Union") on May 23, 2014. The charge was in response to the action taken by the Union related to a 1997 project labor agreement (PLA) that the Company believes is not applicable to the Project and unenforceable under federal labor law.

The NLRB issued a Complaint against the Union and the matter was heard by Administrative Law Judge (ALJ) John McCarrick in June 2015. In December 2015 ALJ McCarrick issued his Decision finding that the PLA violates Section 8(e) of the National Labor Relations Act and is therefore unenforceable. The Union is in the process of appealing that Decision to the NLRB in Washington, D.C.

Complaint on Alleged Short-swing Trading Profits

We received notice that a complaint was filed on April 22, 2015 in United States District Court, District of Massachusetts seeking recovery pursuant Section 16(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), of alleged short-swing trading profits. The complaint was filed by Ryan T. Darby, as plaintiff, and named Landon T. Clay, a shareholder of the Company ("Clay"), and the Company as defendants. The plaintiff alleges that Mr. Clay realized short-swing profits in connection with transactions in Company securities within a period of six months. The Company and the Plaintiff have entered into an agreement to settle the claims. Under the agreement, the Company will agree to adopt certain changes to its existing Section 16 policies and procedures and pay legal fees of $185,000 to Plaintiff's counsel. A Motion to Dismiss with prejudice the action was filed on March 31, 2016. Clay and the Company have, and continue to, expressly deny that either or both have committed any act or omission giving rise to any liability and/or violation of law.

In conjunction with the June 2015 Loan, as defined elsewhere herein, the Company agreed to indemnify the Clay Group and their affiliates for up to $350,000 in legal expenses (not damages) incurred in defense of complaints brought against the lenders and their affiliates by shareholders of the Company under Section 16 of the Exchange Act. The legal fees reimbursed by the Company currently amount to $345,572, including the $185,000 in legal fees paid to the Plaintiff's counsel. Please refer to the ***Transaction with Related Parties*** section for further details on the June 2015 Loan.

Results of Operations

The following are the results of operations for the three months ended March 31, 2016, and the corresponding period ended March 31, 2015.

The Company had no revenue from operations during the three months ended March 31, 2016.

The Company incurred general and administrative expenses of $1,527,176 during the three months ended March 31, 2016 as compared to $739,533 for the same period in 2015. Costs were higher by $787,643 for the three months ended March 31, 2016 when compared with the same periods in 2015. The reasons for the variance in costs are highlighted below.

The following significant general and administrative expenses were incurred during the three months ended March 31, 2016 with a comparison to costs incurred during the same period in 2015:

- $470,929 (2015 - $245,922) for legal expenses. Legal costs were higher during the three months ended March 31, 2016 as compared to the same period in 2015 due to the legal fees related to the Complaint on Alleged Short-swing Trading Profits (see ***Other Legal Matters*** section above).

- $342,467 (2015 - $151,430) for corporate salary. This increase is related to the addition of administrative personnel in Mojave as the Project advanced to production.

- $303,138 (2015 - $179,983) for audit, tax and accounting fees. Audit and accounting costs were higher during the three months ended March 31, 2016 as compared to the same period in 2015 mainly due to the increased complexity of the audit work and additional costs related to the calculations of the deferred tax liability.

- $123,956 (2015 - $63,189) for insurance expenses. The insurance expense increase is related to the general increase in corporate and site activities. Enhanced insurance coverage is required because construction of the processing facilities is complete and the Project will shortly move into the production phase.

The Company experienced a net foreign exchange gain of $1,557 during the three months ended March 31, 2016, as compared with a gain of $561,512 for the same period in 2015. The net foreign exchange gain is made up by realized and unrealized gains and losses related to the Company's Canadian expenditures, the Canadian balances of cash, accounts payable and, in 2015, the convertible debentures. During the first quarter of 2015 the net foreign exchange gain was mainly the result of the gain unrealized on the convertible debentures, which were denominated in Canadian dollars while the Company's functional currency is the US dollar. The exchange rate, stated in Canadian dollars per one US dollar, moved from $0.72 as of December 31, 2015 to $0.77 on March 31, 2016.

For the three months ended March 31, 2016, the Company incurred a total interest expense of $761,571 (three months ended March 31, 2015 - $1,649,939) related to its various loans. The decrease was mainly due to the fact the convertible debentures are no longer outstanding and the amortization of the discount only relates to the June 2015 loan. Please refer to the ***Transaction with Related Parties*** section for a complete breakdown of the interest expenses as there was a portion of the interest capitalized to mineral property interests as development costs directly attributable to the mine.

During the first quarter of 2016 the amount of the Company's derivative liability includes the warrants issued in conjunction with the June 2015 Loan and the fair value of hedging instruments. During the first quarter of 2015 the Company's derivative liability only included the convertible debentures. The Company recorded an increase in the derivative liability including foreign exchange of $7,031,225 as a result of an increase in the Company's share price during the three months ended March 31, 2016 as compared to an increase of $101,749 for the same quarter in 2015.

Refer to Notes 7(iv) and 8 of the unaudited condensed consolidated interim financial statements for a detailed analysis of the changes in fair value of the derivative liability.

Interest income of $39,529 (2015 - $66,142) was lower during the three months ended March 31, 2016 as compared with the same period in 2015 due to a decrease in the cash balances. Interest rates remained low during the quarter and are projected to remain low for the remainder of 2016.

The Company recorded a net loss and comprehensive loss of $8,925,777* (or $0.09 loss per basic share) during the three months ended March 31, 2016 as compared to net and comprehensive loss of $1,436,187 (or $0.01 loss per basic share) during the same period of 2015. The difference between the three months ended March 31, 2016 and 2015 is mainly due to the significant increase in the derivative liability related to the Company's warrants.

* Net income (loss) for the period attributable to the Company.

Summary of Quarterly Results

Results for the eight most recent quarters are set out in the table below:

Results for the quarter ended on:	**March 31, 2016**	**Dec. 31, 2015**	**Sept. 30, 2015**	**June 30, 2015**
Item	**$**	**$**	**$**	**$**
Revenue	Nil	Nil	Nil	Nil
Net income (loss) for the quarter	(8,925,777)*	(721,587)*	(1,924,167)*	(1,379,265)*
Basic net income (loss) per share	(0.09)	(0.01)	(0.02)	(0.01)
Diluted net income (loss) per share	(0.09)	(0.01)	(0.02)	(0.01)

Results for the quarter ended on:	**March 31, 2015**	**Dec. 31, 2014**	**Sept. 30, 2014**	**June 30, 2014**
Item	**$**	**$**	**$**	**$**
Revenue	Nil	Nil	Nil	Nil
Net income (loss) for the quarter	(1,436,187)*	1,543,120*	(1,811,843)*	(705,843)
Basic net income (loss) per share	(0.01)	0.02	(0.02)	(0.01)
Diluted net income (loss) per share	(0.01)	0.00	(0.02)	(0.01)

* Net income (loss) for the period attributable to the Company

For the quarters illustrated in the above table, the main reasons for the significant fluctuations in net income (loss) between periods are the fluctuations in the Company's derivative liabilities, interest expense and the costs related to the Joint Venture Transaction. The Company's derivative liabilities are a function of the Company's stock price as compared to the instruments' strike price and the exchange rate between the Canadian dollar and the US dollar. As the stock price rises, the derivative liabilities increase resulting in the Company recognizing losses. When the stock price decreases, the Company recognizes gains.

For fiscal 2015, the Company experienced a loss related to its derivative liabilities in the amount of $101,749 (2014 – Loss of $5,747,376) in the first quarter whereas it recorded a gain of $2,568,849 (2014 – Gain of $1,634,681) during the second quarter. The second quarter gain was however off-set by higher interest expense and a one-time financing fee of $1,500,000 paid in connection with the June 2015 Loan. In the third quarter of 2015, the Company experienced a loss of $598,770 (2014 – Gain of $2,861,314) related to the derivative liabilities. Adding to the losses for the three months ended September 30, 2015 was the interest expense and amortization of the discount on the June 2015 loan and the convertible debenture and the interest expense related to the Komatsu loans. In the fourth quarter of 2015, the Company experienced a gain of $1,465,895 (2014 – Gain of $2,255,598) related to the derivative liabilities. This gain was partially off-set by interest expense and amortization of the discount on the June 2015 loan and the interest expense related to the Komatsu loans.

For fiscal 2014, the Company experienced a significant loss related to its derivative liabilities in the amount of $5,747,376 (2013 – Gain of $611,949) in the first quarter whereas the second, third and fourth quarters of 2014 resulted in gains of $1,634,681 (2013 –$1,672,861), $2,861,314 (2013 –$475,862) and $2,255,598 (2013 –$2,624,988), respectively. In addition to the derivative liabilities, the Company also incurred in 2014 a commitment fee of $2,250,000 (2013 - $Nil) and a Joint Venture Transaction fee of $2,275,000 (2013 - $Nil) in the third quarter of fiscal 2014 that were meaningful contributing factors to the significant loss recognized in that quarter. Both fees were one-time fees not previously incurred in earlier quarters or to be incurred in future quarters.

In general, the results of operations can vary from quarter to quarter depending upon the nature, timing and cost of activities undertaken during the quarter, whether or not the Company incurs gains or losses on foreign exchange or grants stock options, and the movements in its derivative liability.

Please refer to the ***Results of Operations*** section above for the results of operations for the three months ended on March 31, 2016.

Reclamation Financial Assurance and Asset Retirement Obligation

Reclamation Financial Assurance

The Company is required to provide the Bureau of Land Management, the State Office of Mine Reclamation and Kern County with a revised reclamation cost estimate annually. The financial assurance is adjusted once the cost estimate is approved. The Company's provision for reclamation of the property is estimated each year by an independent consulting engineer. This estimate, once approved by state and county authorities, forms the basis for the reclamation financial assurance. The reclamation assurance provided as at March 31, 2016 was $624,142 (December 31, 2015 - $624,142).

The Company is also required to provide financial assurance with the Lahontan Regional Water Quality Control Board (the "Regional Board") for closure and reclamation costs related to the lined impoundments, which are defined as the Stage 1 heap leach pad, the overflow pond, and the solution collection channel. The reclamation financial assurance estimate for as of March 31, 2016 is $1,210,889 (December 31, 2015 - $Nil).

In addition to the above, the Company is required to obtain and maintain financial assurance for initiating and completing corrective action and remediation of a reasonably foreseeable release from the Project's waste management units as required by the Regional Board. The reclamation financial assurance estimate for as of March 31, 2016 is $278,240 (December 31, 2015 - $278,240).

In January 2016 the company entered into $2.1 million in surety bond agreements in order to release its reclamation deposits and post a portion of the financial assurance due in 2016. The Company pays a yearly premium. Golden Queen Ltd. has provided a corporate guarantee on the surety bonds.

Asset Retirement Obligation

The total asset retirement obligation as of March 31, 2016 is $1,075,149 (December 31, 2015 - $978,453).

The Company estimated its asset retirement obligations based on its understanding of the requirements to reclaim and clean-up its property based on its activities to date. The Company estimates that the cash outflows related to these reclamation activities will be incurred primarily in 2028. Reclamation provisions are measured at the expected value of future cash flows discounted to their present value using a credit adjusted risk-free interest rate and adjusted for inflation. The Company used a credit adjusted risk-free rate of 9.20% (December 31, 2015 – 9.20%) and an inflation rate of 2.27% (December 31, 2015 – 2.27%).

Property Rent Payments

The Company has acquired a number of mineral properties outright. It has acquired exclusive rights to explore, develop and mine other portions of the Project under various mining lease agreements with landowners.

The Company is required to make property rent payments related to its mining lease agreements with landholders, in the form of advance minimum royalties. The total property rent payments for the three months ended March 31, 2016 were $2,500 (2015 - $10,000), and the Company expects to pay approximately $75,000 in property rent payments in 2016. Production royalties are expected to commence in 2016.

There are multiple third party landholders and the royalty amount due to each landholder over the life of the Project varies with each property.

Contractual Obligations

As of March 31, 2016, GQM LLC has approximately $2.0 million to be paid for mine development commitments entered into prior to fiscal 2016. The commitments were paid out subsequent to March 31, 2016. GQM LLC did not make material additional construction commitments during the three months ended March 31, 2016 or subsequent to this date. GQM LLC's contractual obligations as of March 31, 2016 are shown in the table below:

	Payments Due by Period				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Debt obligations (mostly mobile mining equipment financing)	**$17,437,687**	$5,057,912	$10,437,265	$1,942,510	-
Property rent payments	**$75,000**	$75,000	-	-	-
Remaining construction purchase obligations	**$2,360,491**	$2,360,491	-	-	-
Asset retirement obligations (Undiscounted)	**$2,113,271**	-	-	-	$2,113,271
Total	**$21,986,449**	**$7,493,403**	**$10,437,265**	**$1,942,510**	**$2,113,271**

GQM LTD's contractual obligations as of March 31, 2016 are shown in the table below:

	Payments Due by Period				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Interest payable - June 2015 Clay loan	**$988,696**	$988,696	-	-	-
2015 June Clay Loan (Face value)	**$39,656,493**	$39,656,493	-	-	-
Total	**$40,645,189**	**$40,645,189**	**-**	**-**	**-**

Off-balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Stock Option Plan

The Company's current stock option plan (the "Plan") was adopted by the Company in 2013 and approved by shareholders of the Company in 2013. The Company also adopted a house keeping amendment to the plan on April 27, 2015 to clarify the procedure for fixing the early termination date of stock options. The Plan provides a fixed number of 7,200,000 common shares of the Company that may be issued pursuant to the grant of stock options. The exercise price of stock options granted under the Plan shall be determined by the Company's board of directors (the "Board"), but shall not be less than the volume-weighted, average trading price of the Company's shares on the Toronto Stock Exchange (the "TSX") for the five trading days immediately prior to the date of the grant. The expiry date of a stock option shall be the date so fixed by the Board subject to a maximum term of five years. The Plan provides that the expiry date of the vested portion of a stock option will be the earlier of the date so fixed by the Board at the time the stock option is awarded and the early termination date (the "Early Termination Date"). The Early Termination Date will be the date the vested portion of a stock option expires following the option holder ceasing to be a director, employee or consultant, as determined by the Board at the time of grant, or in the absence thereof at any time prior to the time the option holder ceases to be a director, employee or consultant, in accordance with and subject to the provisions of the Plan. All options granted under the 2013 Plan will be subject to such vesting requirements as may be prescribed by the TSX, if applicable, or as may be imposed by the Board.

The Company did not grant options during the quarters ended December 31, 2013, March 31, 2014, June 30, 2014, September 30, 2014, December 31, 2014, March 31, 2015, June 30, 2015, December 31, 2015 and March 31, 2016.

A total of 1,070,000 (976,667 exercisable) (December 31, 2015 – 1,070,000 (976,667 exercisable); March 31, 2015 – 750,000 (750,000 exercisable)) common shares were issuable pursuant to such stock options as at March 31, 2016.

Transactions with Related Parties

Except as noted elsewhere in this Form 10-Q, related party transactions are disclosed as follows:

(i) Consulting Fees

For the three months ended March 31, 2015, the Company paid $188,934 to Mr. H. Lutz Klingmann for services as President of the Company. Included in these consulting fees was $151,428 related to 150,000 bonus shares (Refer to Note 4 – Share Capital). There were no consulting fees paid for the three months ended March 31, 2016

During the three months ended March 31, 2016, the Company paid a total of $28,535 (Three months ended March 31, 2015 - $18,438) to the three independent directors of the Company. During the three months ended March 31, 2015, Thomas M. Clay also received director fees.

(ii) Notes Payable

On January 1, 2014, the Company entered into an agreement to secure a $10,000,000 loan (the "January 2014 Loan"). The January 2014 Loan was provided by members of the Clay family, who are shareholders of the Company, including $7,500,000 provided by an investment vehicle managed by Thomas M. Clay, a Director and insider of the Company. The January 2014 Loan had a twelve-month term and an annual interest rate of 5%, payable on the maturity date.

The January 2014 Loan was repaid on a date that is less than 183 days before the maturity date. As a result, the Company paid the Lenders an additional charge in the amount that is equivalent to 5% of the principal amount, plus interest on the principal amount at the rate of 5% per annum accrued to the date the January 2014 Loan was repaid. The Company repaid $7,500,000 loan plus the $375,000 accrued interest and $375,000 additional charge on December 31, 2014.

The remaining balance of the loan, $2,500,000, the accrued interest of $125,000 and the additional charge of $125,000, were paid on January 5, 2015.

On December 31, 2014 the Company also entered into a new loan (the "December 2014 Loan") with the same parties for an amount of $12,500,000. The December 2014 Loan was due on demand on July 1, 2015 and bore an annual interest rate of 10% payable at the end of each quarter. The loan was guaranteed by GQM Holdings, and secured by a pledge of the Company's interests in GQM Canada, GQM Canada's interest in GQM Holdings and GQM Holdings' 50% interest in GQM LLC. The Company also incurred a financing fee to secure the loan in the amount of $1,000,000, of which, $750,000 was paid on December 31, 2014 and the remaining $250,000 was paid on January 5, 2015. The Company agreed to pay the legal fees incurred by the lenders relating to this instrument which amounted to $90,916. The total legal fees paid for the transaction were $118,695. The Company also agreed to provide the lenders with the option for certain registration rights whereby the Company would bear the costs and responsibility of registering the lenders common shares for the purposes of disposition subsequent to July 1, 2015. The Company has determined it is unlikely the registration option would be exercised and therefore has not accrued any potential costs related to the registration of the common shares. The Company has presented these transaction costs as a contra liability as substantially all of these costs were paid to the lenders.

On June 8, 2015, the Company amended the December 2014 Loan to extend the maturity to December 8, 2016 and increased the principal amount from $12,500,000 to $37,500,000 (the "June 2015 Loan"). The Company also issued 10,000,000 common share purchase warrants exercisable for a period of five years expiring June 8, 2020. The common share purchase warrants have an exercise price of $0.95. All other terms remained the same as the December 2014 Loan. The Company also incurred a financing fee to secure the loan in the amount of $1,500,000, all of which was paid on June 8, 2015. The Company agreed to pay the legal fees incurred by the lenders relating to this instrument which amounted to $46,408. The legal fees were expensed as the transaction met the definition of a debt extinguishment. The terms of the registration rights remains unchanged as does the Company's assessment of the likelihood of the registration rights being exercised.

As such, as of March 31, 2016, no accrual has been made for the potential costs related to the registration rights.

	March 31, 2016	December 31, 2015
Balance, beginning of the period	$ 36,053,012	$ 13,881,305
Accretion of discount on the June 2015 Loan	606,422	1,374,228
Interest payable transferred to principal balance of the June 2015 Loan	974,986	1,181,507
Fair value at inception, notes payable	-	33,497,277
Repayment of loans	-	(2,500,000)
Accretion of financing and legal fees	-	967,156
Extinguishment of the December 2014 Loan	-	(12,500,000)
Loss on extinguishment of debt	-	151,539
Balance, end of the period	37,634,420	$ 36,053,012

Interest payable relating to the June 2015 Loan as at March 31, 2016 was $988,696 (December 31, 2015 - $969,645).

(iii) Share Purchase Warrants

On June 8, 2015 the Company issued 10,000,000 share purchase warrants to the Clay family in connection with the June 2015 Loan. The share purchase warrants are exercisable until June 8, 2020 at an exercise price of $0.95. Included in the June 2015 Loan agreement was an anti-dilution provision. If the Company were to complete a financing at a share price lower than the exercise price of the share purchase warrants, the exercise price of the share purchase warrants would be adjusted to match the price at which the financing was completed.

The share purchase warrants meet the definition of a derivative liability instrument as the exercise price is not a fixed price as described above. Therefore, the settlement feature does not meet the "fixed-for-fixed" criteria outlined in ASC 815-40-15.

The fair value of the derivative liability related to the share purchase warrants as at March 31, 2016 is $9,423,226 (December 31, 2015 - $2,498,269). The derivative liability was calculated using an acceptable option pricing valuation model with the following assumptions:

	2016	2015
Risk-free interest rate	0.68%	0.73% - 1.02%
Expected life of derivative liability	4.19 years	4.44 - 5 years
Expected volatility	79.45%	72.29% - 76.11%
Dividend rate	0.00%	0.00%

The change in the derivative share purchase warrants is as follows:

	March 31, 2016	December 31, 2015
Balance, beginning of the period	$ 2,498,269	$ -
Fair value at inception	-	4,002,723
Change in fair value	6,924,957	(1,504,454)
Balance, end of the period	$ 9,423,226	$ 2,498,269

(iv) Amortization of Discounts and Interest Expense

The following table summarizes the amortization of discounts and interest on loans and convertible debentures:

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Accretion of the June 2015 Loan discount	$ 606,422	$ -
Interest expense related to the June 2015 Loan	994,037	-
*Interest expense related to Komatsu Financial loans	166,335	13,411
Interest expense related to the convertible debentures	-	40,285
Amortization of the convertible debentures	-	747,870
Interest expense related to the December 2014 Loan	-	311,644
Accretion of debt discount on the convertible debentures	-	2,510,611
Interest on Gauss advance	-	209,607
Accretion of the December 2014 Loan financing fees	-	536,729
Accretion of discount and interest on loan and convertible debentures	$ 1,766,794	$ 1,649,939

The Company's loans were contracted to fund significant development costs. The Company capitalizes a portion of the interest expense as it related to funds borrowed to complete development activities at the Project site.

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Accretion of discounts and interest on loan, advance and convertible debenture	$ 1,766,794	$ 1,649,939
Less: Interest costs capitalized	(1,005,223)	(702,186)
Interest expense	$ 761,571	$ 947,753

*Komatsu is not a related party and has only been included in the above table to reconcile the total interest expense incurred for the period to the amounts capitalized and expensed.

(v) Joint Venture Transaction

Variable Interest Entity

In accordance with ASC 810-10-30, the Company has determined that GQM LLC meets the definition of a VIE and that the Company is part of a related party group that, in its entirety, would meet the definition of a primary beneficiary. Although no individual variable interest holder individually meets the definition of a primary beneficiary in the absence of the related party group, Golden Queen has determined it is considered the member of the related party group most closely associated with GQM LLC. As a result, the Company has consolidated 100% of the accounts of GQM LLC in these consolidated financial statements, while presenting a non-controlling interest portion representing the 50% interest of Gauss in GQM LLC on its balance sheet. A portion of the non-controlling interest has been presented as temporary equity on the Company's balance sheet representing the initial value of the non-controlling interest that could potentially be redeemable by Gauss in the future. The net assets of GQM LLC as of March 31, 2016 and December 31, 2015 are as follows:

	March 31, 2016	December 31, 2015
Assets, GQM LLC	$ 156,991,083	$ 158,209,916
Liabilities, GQM LLC	(22,081,711)	(22,591,211)
Net assets, GQM LLC	$ 134,909,372	$ 135,618,705

Included in the assets above, is $21,319,945 (December 31, 2015 - $31,531,853) in cash held as at March 31, 2016. The cash in GQM LLC is directed specifically to fund capital expenditures required to take the Project to production and settle GQM LLC's obligations. The liabilities of GQM LLC do not have recourse to the general credit of the primary beneficiary except in two situation. Please refer to notes 6 and 12 for details on the exception.

Non-Controlling Interest

The carrying value of the non-controlling interest is adjusted for net income and loss, distributions and contributions pursuant to ASC 810-10 based on the same percentage allocation used to calculate the initial book value of temporary equity.

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Net loss and comprehensive loss in GQM LLC	$ (709,333)	$ (573,413)
Non-controlling interest percentage	50%	50%
Net loss and comprehensive loss attributable to non-controlling interest	(354,666)	(286,706)
Net loss and comprehensive loss attributable to permanent non-controlling interest	$ (212,800)	$ (172,024)
Net loss and comprehensive loss attributable to temporary non-controlling interest	$ (141,866)	$ (114,682)

	Permanent Non-Controlling Interest	Temporary Non-Controlling Interest
Carrying value of non-controlling interest, December 31, 2014	$ 34,250,468	$ 22,833,645
Capital contribution	7,500,000	5,000,000
Net loss and comprehensive loss for the period	(1,064,857)	(709,904)
Carrying value of non-controlling interest , December 31, 2015	$ 40,685,611	$ 27,123,741

	Permanent Non-Controlling Interest	Temporary Non-Controlling Interest
Carrying value of non-controlling interest, December 31, 2015	$ 40,685,611	$ 27,123,741
Net loss and comprehensive loss for the period	(212,800)	(141,866)
Carrying value of non-controlling interest , March 31, 2016	$ 40,472,811	$ 26,981,875

Management Agreement

GQM LLC is managed by a board of managers comprising an equal number of representatives of each of Gauss and GQM Holdings. The initial officers of GQM LLC were H. Lutz Klingmann as Chief Executive Officer, and Andrée St-Germain as Chief Financial Officer. During fiscal 2015, Robert C. Walish Jr. was appointed to replace Mr. Klingmann as Chief Executive Officer of GQM LLC. Bryan A. Coates was appointed to the GQM LLC Board of Managers as a nominee of the Company, replacing Mr. Klingmann. As long as a member of the Clay family holds greater that 25% of the Company, the Clay Group is entitled to appoint one of the Company's representatives to the GQM LLC board of managers.

Fair Value of Financial Instruments

All financial assets and financial liabilities are recorded at fair value on initial recognition. Transaction costs are expensed when they are incurred, unless they are directly attributable to the acquisition of qualifying assets, in which case they are added to the costs of those assets until such time as the assets are substantially ready for their intended use or sale.

The three levels of the fair value hierarchy are as follows:

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

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

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

	March 31, 2016			
	Total	Level 1	Level 2	Level 3
Liabilities:				
Share purchase warrants (Note 7(iv))	$ 9,423,226	$ -	$ 9,423,226	$ -
Derivatives – Hedging instruments (Note 8)	106,268	-	106,268	-
	$ 9,529,494	$ -	$ 9,529,494	$ -

	December 31, 2015			
	Total	Level 1	Level 2	Level 3
Liabilities:				
Share purchase warrants (Note 7(iv))	$ 2,498,269	$ -	$ 2,498,269	$ -

Under fair value accounting, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The fair value measurement of the financial instruments above use observable inputs in option price models such as the binomial and the Black-Scholes valuation models.

Please refer also to the note on fair value of derivative liability under ***Results of Operations*** above for more information.

Liquidity and Capital Resources

The Company has generated no revenues from operations since inception and as at March 31, 2016 had an accumulated deficit of $88,831,798 and a working capital deficit of $25,294,090. Cash used in operations for the three months ended March 31, 2016 was $3,200,159.

Golden Queen, on a non-consolidated basis, currently does not have sufficient funds to repay the $37,500,000 loan plus the accrued interest at the issuance date of the condensed consolidated interim financial statements. However, in order to secure the necessary funds to meet this upcoming obligation and mitigate the going concern issue, management is actively exploring several options including debt financing and equity offering.

While Golden Queen has been successful at certain of these efforts in the past, there can be no assurance that future efforts will be successful. This raises substantial doubt about this entity's ability to continue as a going concern.

At the Project level, GQM LLC has sufficient funds to meet its contractual obligations for the next 12 months.

The Company's access to the net assets of GQM LLC is determined by the Board of Managers of GQM LLC. The Board of Managers is not controlled by the Company and therefore there is no guarantee that any access to the net assets of GQM LLC would be provided to the Company in order to continue as a going concern. The Board of Managers of GQM LLC determine when and if distributions from GQM LLC are made to the holders of its membership units at their sole discretion.

These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's 50%-owned subsidiary, GQM LLC, which holds the Company's interest in the Soledad Mountain project, held $21,319,945 in cash as of March 31, 2016 as compared to $64,508,799 on March 31, 2015. It is expected that the current cash on hand will fund remaining working capital needs until later in 2016 when the Project is expected to reach positive cash flow.

Cash used in Operating Activities:

Cash used to fund operating activities, including general and administrative expenses such as legal fees, accounting, taxation and auditing fees, corporate expenses, office expenses and corporate salary was $3,200,159 (three month period ended March 31, 2015 - $1,351,647) for the three months period ended March 31, 2016. The increase in cash used in operating activities is mostly due to the increase in activity on site as the company started the commissioning of its facilities during the first quarter of 2016.

Cash used in Investing Activities:

The Company began capitalizing all development expenditures directly related to the Project in July 2012. Prior to July 2012, all Project-related expenditures were written off due to uncertainties around obtaining the necessary approvals for proceeding with the Project.

Cash used in investing activities totaled $6,498,622 during the three months ended March 31, 2016 (three months ended March 31, 2015 - $18,131,614). The decrease is due to the decreased level of construction activity on site as the Project construction was finalized.

The significant development costs incurred during the three months ended March 31, 2016 included the completion of the crushing-screening plant facilities, the conveyor and stacking system, the Merrill-Crowe plant and the water and power supply.

Cash from Financing Activities:

Cash used in financing activities totaled $1,230,260 during the three months ended March 31, 2016 (three months ended March 31, 2015 – cash used of $2,840,779). The cash used in financing activities was lower during the three months ended March 31, 2016 when compared to the same period in 2015 as 2016 principal repayments only related to GQM LLC loans, while repayments in 2015 also included loans related to GQM Ltd. The January 1, 2016 interest payment due on the June 2015 Loan of $974,986 has been added to the principal balance.

Working Capital:

As at March 31, 2016, the Company, on a consolidated basis, had current assets of $31,548,261 (December 31, 2015 - $39,979,225) and current liabilities of $56,842,352 (December 31, 2015 - $47,722,334) or working capital deficit of $25,294,090 (December 31, 2015 – working capital deficit of $7,743,109). The decrease in current assets from December 31, 2015 is mostly the result of construction and working capital expenditures on site. The increase in current liabilities is the result of the June 2015 Loan now being included in our current liabilities. The June 2015 Loan was previously included in our long-term liabilities. It has been re-classified as a current liability as it is now due in less than twelve months.

GQM LLC will use its cash on hand for working capital related expenditures until later in 2016 when the Project is expected to be generating positive cash flows.

Golden Queen Mining Co. Ltd will use its cash for general corporate expenditures such as accounting fees, legal fees, interest expense and corporate salary expenses.

Please refer also to ***Outlook*** below.

Outstanding Share Data

The number of shares issued and outstanding and the fully diluted share position are set out in the table below:

Item	No. of Shares		
Shares issued and outstanding on December 31, 2015	**99,928,683**		
Shares issued pursuant to the exercise of stock options	Nil		
Shares issued and outstanding on March 31, 2016	**99,928,683**	**Exercise Price**	**Expiry Date**
Shares to be issued on exercise of directors and employees stock options	1,070,000	$0.58 to $1.59	From 06/03/18 to 09/08/20
Shares to be issued on exercise of warrants	10,000,000	$0.95	06/08/20
Shares to be issued as a finder's fee (due upon commercial production)	100,000	Not Applicable	Not Applicable
Fully diluted March 31, 2016	**111,098,683**		
The company has an unlimited authorized share capital			

Outlook

The Company is evaluating its options, including debt and equity, to re-finance the June 2015 Loan which matures on December 8, 2016.

The ability of the Company to operate a mine on the property is subject to numerous risks, certain of which are disclosed in the Company's latest Form 10-K filing with the SEC, dated March 30, 2016. Readers should evaluate the Company's prospects in light of these and other risk factors.

The Company was completing testing and commissioning in the three months ended March 31, 2016. The Company moved into the production phase subsequent to March 31, 2016.

Mineral Interests

In July 2012, the Company received notice that it had met all remaining major conditions of the conditional use permits for the Project. As a result, Management made the decision to begin capitalizing all development expenditures related to the Project while all other expenses not related to the development of the project continue to be expensed as incurred. Refer also to Note 3 Property, Plant, Equipment and Mineral Interests of the unaudited condensed consolidated interim financial statements for a more detailed discussion.

Subsequent Events

On April 1st, 2016, the Company was to make the quarterly interest payment on the June 2015 loan. In accordance with the terms of the June 2015 loan agreement, the Company chose to exercise its right to add the interest owed on April 1st, 2016 to the principal balance of the June 2015 loan. The principal balance of the loan was increased by $988,696.

Summary of Significant Accounting Policies and Estimates

Full disclosure of the Company's significant accounting policies and estimates in accordance with generally accepted accounting principles in the United Stated can be found in notes of its audited consolidated financial statements as at December 31, 2015.

Recent Accounting Standards

(i) Effective August 2014, FASB issued Accounting Standards update ("ASU") 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40 –Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The update essentially requires management of all entities, for annual and interim periods, to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date the financial statements are issued.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, but the substantial doubt is alleviated as a result of consideration of management's plans, the entity should disclose information that enables users of the financial statements to understand all of the following:

1. Principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans).
2. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations.
3. Management's plans that alleviated substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, and substantial doubt is not alleviated after consideration of management's plans, an entity should include a statement in the footnotes indicating that there is *substantial doubt about the entity's ability to continue as a going concern* within one year after the date that the financial statements are issued (or available to be issued).

This update will come into effect for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company is assessing the impact of this standard.

(ii) In February, 2015, the FASB issued ASU 2015-02, *Consolidation (Topic 810) – Amendments to the Consolidation Analysis* which focuses on the consolidation evaluation for reporting organizations (public and private companies and not-for-profit organizations) that are required to evaluate whether they should consolidate certain legal entities. In addition to reducing the number of consolidation models from four to two, the new standard simplifies the standards and improves current GAAP by:

- Placing more emphasis on risk of loss when determining a controlling financial interest. A reporting organization may no longer have to consolidate a legal entity in certain circumstances based solely on its fee arrangement, when certain criteria are met.
- Reducing the frequency of the application of related-party guidance when determining a controlling financial interest in a variable interest entity (VIE).
- Changing consolidation conclusions for public and private companies in several industries that typically make use of limited partnerships or VIEs.

The ASU will be effective for periods beginning after December 15, 2015, for public companies. Early adoption is permitted, including adoption in an interim period. The Company will adopt the ASU effective January 1, 2016.

(iii) In January 2016, FASB issued ASU 2016-01, Financial Instruments – Recognition and measurement of financial assets and financial liabilities (Subtopic 825-10) which updates several aspects of recognition, measurement, presentation and disclosure of financial instruments. The amendments that are relevant to the Company are as follows:

1. Eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet.
2. Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes.
3. Require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements.

The ASU will be effective for periods beginning after December 15, 2017, for public companies. The Company is assessing the impact of this standard.

(iv) In March 2016, FASB issued ASU 2016-09, Compensation – Stock Compensation (Subtopic 718) which updates several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows.

The ASU will be effective for periods beginning after December 15, 2016, for public companies. The Company is assessing the impact of this standard.

Qualified Person and Caution With Respect to Forward-looking Statements

Mr. Sean Ennis, P. Eng., P.E. is a qualified person for the purposes of NI 43-101 and has reviewed and approved the technical information in this Form 10-Q.

This Form 10-Q contains certain forward-looking statements, which relate to the intent, belief and current expectations of the Company's management, as well as assumptions and parameters used in the feasibility study referenced in this report. These forward-looking statements are based upon numerous assumptions that involve risks and uncertainties and other factors that may cause actual results to differ materially from those indicated by such forward-looking statements. Such factors include among other things the receipt and compliance with the terms of required approvals and permits, the costs of and availability of sufficient capital to fund the projects to be undertaken by the Company and commodity prices. In addition, projected mining results, including quantity of ore, grade, production rates, and recovery rates, are subject to numerous risks normally associated with mining activity of the nature described in this report and in the feasibility study, and as a result actual results may differ substantially from projected results. Readers are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date the statements were made.

Caution to U.S. Investors

Management advises U.S. investors that while the terms "measured resources", "indicated resources" and "inferred resources" are recognized and required by Canadian regulations, the SEC does not recognize these terms. U.S. investors are cautioned not to assume that any part or all of the material in the mineral resource categories will be converted into mineral reserves. References to such terms are contained in the Company's Form 10-K and other publicly available filings. We further advise U.S. investors that the mineral reserve estimates disclosed in this report have been prepared in accordance with Canadian regulations and may not qualify as "reserves" under the SEC Industry Guide 7. Accordingly, information concerning mineral resources and reserves set forth herein may not be comparable with information presented by companies using only U.S. standards in their public disclosure.

Additional Information

Further information on Golden Queen Mining Co. Ltd. is available on the SEDAR web site at www.sedar.com and on the Company's web site at www.goldenqueen.com.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. To mitigate exposure to credit risk on financial assets the Company has established policies to ensure liquidity of funds and ensure counterparties demonstrate minimum acceptable credit worthiness.

The Company maintains its US Dollar and Canadian Dollar cash in bank accounts with major financial institutions with high credit standings. Cash deposits held in the United States are insured by the FDIC for up to $250,000 and Canadian Dollar cash deposits held in Canada are insured by the Canada Deposit Insurance Corporation ("CDIC") for up to C$100,000.

Certain United States and Canadian bank accounts held by the Company exceed these federally insured limits or are uninsured as they relate to US Dollar deposits held in Canadian financial institutions. As of March 31, 2016 and 2015, the Company's cash balances held in United States and Canadian financial institutions include $26,658,270 and $69,083,604 respectively, which are not fully insured by the FDIC or CDIC. The Company has not experienced any losses on such accounts and management believes that using major financial institutions with high credit ratings mitigates the credit risk in cash.

Interest Rate Risk

The interest rates received on these balances may fluctuate with changes in economic conditions. Based on the average cash balances during the three months ending March 31, 2016, a 1% decrease in interest rates would have reduced the interest income to a trivial amount.

Foreign Currency Exchange Risk

Certain purchases of labour are denominated in Canadian dollars. As a result, currency exchange fluctuations may impact the costs of our operations. Specifically, the appreciation of the Canadian dollar against the U.S. dollar may result in an increase in the Canadian operating expenses in U.S. dollar terms. As of March 31, 2016, the Company maintained the majority of its cash balance in U.S. dollars.

Commodity Price Risk

The Company's primary business activity is the development of the open pit, gold and silver, heap leach project on the Property. Decreases in the price of either of these metals from current levels has the potential to negatively impact the future viability of the Project. The Company holds a small portfolio of derivative contracts in the form of gold zero-cost collars in order to hedge against the gold spot price volatility risk. A 10% change in the gold spot price would have a trivial impact on the change in the fair value of the derivative contracts held by the Company. The Company may enter into hedging contracts from time to time to protect the cash flows from commodity price volatility.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. These rules refer to the controls and other procedures of a company that are designed to ensure that the information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the required time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our Exchange Act reports is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. It is management's responsibility to establish and maintain adequate disclosure controls and procedures.

Our Chief Executive Officer and Chief Financial Officer, and our external Sarbanes-Oxley consultants carried out an evaluation of the effectiveness of our disclosure controls and procedures as of March 31, 2016 and concluded that since the last quarterly review, our disclosure controls and procedures were operating effectively.

Changes in Internal Control

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Fraud Analysis

The Company is committed to preventing fraud and corruption and is developing an anti-fraud culture. To achieve this goal, the Company has committed to the following:

1. Developing and maintaining effective controls to prevent fraud;
2. Ensuring that if fraud occurs a vigorous and prompt investigation takes place;
3. Taking appropriate disciplinary and legal actions;
4. Reviewing systems and procedures to prevent similar frauds;
5. Investigating whether there has been a failure in supervision and take appropriate disciplinary action if supervisory failures occurred; and
6. Recording and reporting all discovered cases fraud.

The following policies have been developed to support the Company's goals:

- Insider Trading Policy
- Managing Confidential Information Policy
- Whistleblower Policy
- Anti-corruption Policy

All policies can be viewed in full on the Company's website at www.goldenqueen.com

For the three months ended March 31, 2016 and year ended December 31, 2015, there were no reported instances of fraud.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

See "The Center for Biodiversity Petition to List the Mojave Shoulderband Snail as an Endangered Species" and "Other Legal Matters" contained in Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-Q.

Item 1A. Risk Factors

There are no material changes from the risk factors previously disclosed in our Form 10-K for the fiscal period ended December 31, 2015, as filed with the SEC on March 30, 2016.

Item 4. Mine Safety Disclosures

GQM LLC is the operator of the Project, which is located in Mojave in Kern County, California. The mine safety disclosures required by section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K are included in Exhibit 95.1 of this Quarterly Report. There were no lost-time accidents at GQM LLC during the first quarter of 2016.

Item 6. Exhibits

Exhibit No.	Description of Exhibit	Manner of Filing
3.1	Notice of Articles	Incorporated by reference to Exhibit 3.1 to the Form 10-K of the Company, filed with the SEC on March 30, 2016
3.2	Articles	Incorporated by reference to Exhibit 3.2 to the Form 8-K of the Company, filed with the SEC on September 2, 2010
31.1	Certification of the Principal Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934	Filed herewith
31.2	Certification of the Principal Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934	Filed herewith
32.1	Section 1350 Certification of the Principal Executive Officer	Filed herewith
32.2	Section 1350 Certification of the Principal Financial Officer	Filed herewith
95.1	Mine Safety Disclosure	Filed herewith
101	Financial Statements from the Quarterly Report on Form 10-Q of the Company for the three months ended March 31, 2016, formatted in XBRL	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 10, 2016

GOLDEN QUEEN MINING CO. LTD.
(Registrant)

By: /s/ Thomas M. Clay
Thomas M. Clay
Principal Executive Officer

By: /s/ Andrée St-Germain
Andrée St-Germain
Principal Financial Officer