

OK2 MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED MAY 31, 2017

**(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)**

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor

OK2 MINERALS LTD.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

	May 31, 2017	November 30, 2016
ASSETS		
Current assets		
Cash	\$ 1,421,418	\$ 633,834
Receivables (Note 4)	24,334	196,268
Prepaid expenses, deposits and advances (Note 5)	83,731	55,962
Total current assets	1,529,483	886,064
Non-current assets		
Reclamation bond (Note 6)	17,500	17,500
Total assets	\$ 1,546,983	\$ 903,564
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	\$ 123,018	\$ 177,512
Flow-through share liability (Note 12)	24,198	47,535
Total liabilities	147,216	225,047
SHAREHOLDERS' EQUITY		
Share capital (Note 8)	7,167,886	5,452,019
Reserves (Note 8)	674,252	636,898
Deficit	(6,442,371)	(5,410,400)
Total shareholders' equity	1,399,767	678,517
Total liabilities and shareholders' equity	\$ 1,546,983	\$ 903,564

Nature and continuance of operations (Note 1)
Commitment (Note 12)

Approved by the Board of Directors and authorized for issue on July 25, 2017:

<u>“Minaz Devji”</u> Minaz Devji	Director	<u>“James A. Currie”</u> James A. Currie	Director
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The accompanying notes are an integral part of these unaudited condensed interim financial statements.

OK2 MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	Three Months Ended May 31, 2017	Three Months Ended May 31, 2016	Six Months Ended May 31, 2017	Six Months Ended May 31, 2016
GENERAL EXPENSES				
Advertising, marketing and promotion	\$ 135,611	\$ -	\$ 143,491	\$ -
Consulting, director, and management fees (Note 11)	109,463	47,160	225,913	62,160
Exploration and evaluation expenditures				
– Property specific (Note 6)	140,100	101,758	179,873	109,258
Exploration and evaluation expenditures – General	22,004	15,913	48,504	23,413
Investor relations	60,733	164,466	153,484	164,466
Office and miscellaneous	35,593	30,908	57,593	40,523
Professional fees (Note 11)	53,884	41,457	78,563	58,957
Rent	19,204	7,035	38,382	17,375
Share-based payments	-	102,197	-	102,197
Transfer agent and filing fees	6,893	26,906	16,954	27,950
Travel expenses	77,521	53,517	112,551	55,836
Loss before other items	(661,006)	(591,317)	(1,055,308)	(662,135)
OTHER ITEMS				
Deposit written off	-	(78,330)	-	(78,330)
Loss on debt settlement	-	(5,250)	-	(5,250)
Other income (Note 12)	23,187	-	23,337	-
	23,187	(83,580)	23,337	(83,580)
Loss and comprehensive loss for the period	\$ (637,819)	\$ (674,897)	\$ (1,031,971)	\$ (745,715)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)
Weighted average number of outstanding common shares	71,362,211	46,569,075	65,265,764	39,731,288

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

OK2 MINERALS LTD.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

	Six Months Ended May 31, 2017	Six Months Ended May 31, 2016
CASH FLOW FROM OPERATING ACTIVITIES		
Loss for the period	\$ (1,031,971)	\$ (745,715)
Items not involving cash:		
Loss on debt settlement	-	5,250
Share-based payments	-	102,197
Other income	(23,337)	-
Changes in non-cash working capital items:		
Decrease (increase) in receivables	171,934	(7,796)
Increase in prepaid expenses	(27,769)	468
Decrease in accounts payable and accrued liabilities	(54,494)	(144,942)
Net cash used in operating activities	<u>(965,637)</u>	<u>(790,538)</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Private placement	1,841,250	1,300,000
Share issuance costs	(88,029)	(32,100)
Net cash provided by financing activities	<u>1,753,221</u>	<u>1,267,900</u>
Change in cash during the period	787,584	477,362
Cash, beginning of period	<u>633,834</u>	<u>25,309</u>
Cash, end of period	<u>\$ 1,421,418</u>	<u>\$ 502,671</u>
Interest received	\$ -	\$ -
Interest paid	\$ -	\$ -

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

OK2 MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	Common shares	Share capital	Reserves	Deficit	Total shareholders' equity (deficiency)
Balance, November 30, 2015	33,114,075	\$ 2,360,667	\$ 161,731	\$ (2,755,922)	\$ (233,524)
Private placement	13,000,000	1,300,000	-	-	1,300,000
Share issuance costs	-	(32,100)	-	-	(32,100)
Warrants granted	-	(26,010)	26,010	-	-
Shares for debt settlement	525,000	81,375	-	-	81,375
Share-based payments	-	-	102,197	-	102,197
Loss and comprehensive loss for the period	-	-	-	(745,715)	(745,715)
Balance, May 31, 2016	46,639,075	\$ 3,683,932	\$ 289,938	\$ (3,501,637)	\$ (472,233)
Balance, November 30, 2016	59,033,841	\$ 5,452,019	\$ 636,898	\$ (5,410,400)	\$ 678,517
Private placement	14,730,000	1,841,250	-	-	1,841,250
Share issuance costs	-	(88,029)	-	-	(88,029)
Warrants granted	-	(37,354)	37,354	-	-
Loss and comprehensive loss for the period	-	-	-	(1,031,971)	(1,031,971)
Balance, May 31, 2017	73,763,841	\$ 7,167,886	\$ 674,252	\$ (6,442,371)	\$ 1,399,767

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

OK2 MINERALS LTD.

(An Exploration Stage Company)

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE SIX MONTHS ENDED MAY 31, 2017

1. NATURE AND CONTINUANCE OF OPERATIONS

OK2 Minerals Ltd. (the “Company”) is incorporated under the laws of the province of British Columbia, Canada on July 19, 2007 and its common shares are listed on the TSX Venture Exchange (the “Exchange”). On September 13, 2016, the Company changed its name from Gold Jubilee Capital Corp. to OK2 Minerals Ltd. and commenced trading on the TSX-V under “OK” trading symbol on September 15, 2016. On November 15, 2016, the Company began trading on the FRA in Frankfurt under the symbol 1KO. The Company’s principal business activities include the acquisition and exploration of resource properties in Canada.

The head office of the Company is located at Suite 480 - 505 Burrard Street, Vancouver, BC, Canada, V7X 1M3. The registered address and records office of the Company is located at Suite 1780 - 400 Burrard Street, Vancouver, BC, Canada, V6C 3A6.

Going concern of operations

These condensed interim financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses from inception and does not currently have the financial resources to sustain operations in the long-term.

As at May 31, 2017 the Company had an accumulated deficit of \$6,459,588 and has incurred losses since inception. These material uncertainties may raise substantial doubt about the Company’s ability to continue as a going concern. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company’s commitments as they come due and to finance the future exploration and development of the Company’s mineral assets, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which might differ significantly from their carrying values.

	May 31, 2017	November 30, 2016
Deficit	\$ (6,442,371)	\$ (5,410,400)
Working capital	1,382,267	661,017

2. BASIS OF PREPARATION**Statement of compliance**

These condensed interim financial statements including comparatives, have been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of presentation

These condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. All dollar amounts presented are in Canadian dollars, which is the functionally currency of the Company, unless otherwise specified. All amounts are rounded to the nearest dollar.

OK2 MINERALS LTD.
(An Exploration Stage Company)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)
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2. BASIS OF PREPARATION (cont'd...)

Significant accounting judgments and critical accounting estimates

The preparation of these condensed interim financial statements in conformity with IFRS requires estimates and assumptions that affect the amounts reported in these financial statements.

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- i) Determination of categories of financial assets and financial liabilities which has been identified as an accounting policy which involves assessments made by management;
- ii) Determination and assessment of the Company's ability to continue going concern (Note 1);
- iii) Recoverability of the carrying value of the Company's exploration and evaluation assets; and
- iv) Determining whether qualified expenditures have been incurred for flow-through shares.

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

- i) Deferred income taxes – The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives; and
- ii) Share-based payment – The fair value of share-based payment is determined using a Black-Scholes Option pricing model. Such option pricing models require the input of subjective assumptions including the expected price volatility, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant.

3. SIGNIFICANT ACCOUNTING POLICIES

Resource properties – exploration and evaluation expenditures

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition cost of mineral properties, property option payments and evaluation activities. Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

OK2 MINERALS LTD.
(An Exploration Stage Company)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Impairment of long-lived assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Flow-through shares

Under Canadian income tax legislation, a company is permitted to issue flow through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. The Company allocates the proceeds from the issuance of these shares between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the shares and the amount the investor pays for the shares. A deferred flow-through premium liability is recognized for the difference. The liability is reversed when the expenditures are made and is recorded in other income. The spending also gives rise to a deferred tax timing difference between the carrying value and tax value of the qualifying expenditure.

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

As at May 31, 2017 and November 30, 2016, the Company has determined that it does not have any decommissioning obligations.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)
FOR THE SIX MONTHS ENDED MAY 31, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. The Company has classified its cash and receivables (excluding GST receivables) as *loans and receivables*.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of loss and comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of loss and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above. The Company's short-term investments are classified as *available-for-sale*.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Other financial liabilities: This category includes all other liabilities, all of which are recognized at amortized cost. The Company's accounts payable and accrued liabilities are classified as *other financial liabilities*.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to capital stock. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based compensation is transferred to accumulated losses (deficit). The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Share capital

From time to time, the Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants (“Warrants”). Depending on the terms and conditions of each equity financing agreement (“Agreement”), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using residual value method which involves comparing the selling price of the units to the Company’s share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments.

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate Exchange on the date of the agreement to issue shares as determined by the Board of Directors.

Loss per share

The Company recognizes the dilutive effect on loss per share based on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive. Basic loss per share is calculated using the weighted average number of common shares outstanding during the period.

Share issuance costs

Share issue costs are deferred and charged directly to share capital on completion of the related equity financing. If the financing is not completed, share issue costs are charged to profit or loss. Costs directly identifiable with the raising of capital will be charged against the related share capital.

OK2 MINERALS LTD.
 (An Exploration Stage Company)
 NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
 (Expressed in Canadian dollars)
 (Unaudited – Prepared by Management)
 FOR THE SIX MONTHS ENDED MAY 31, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

New accounting pronouncements

The following standards have not yet been adopted and are being evaluated to determine their impact on the Company's financial statements. The Company plans to adopt these standards as soon as they become effective for the Company's reporting period.

New or revised standards and amendments to existing standards not yet effective

The Company has not applied the following new, revised and amended standards that have been issued but are not yet effective for the May 31, 2017 reporting period:

- i) New standard IFRS 9, Financial Instruments, classification and measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, "Financial Instruments: Recognition and Measurement." IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit and loss. This standard is effective for years beginning on or after January 1, 2018.
- ii) New Standard IFRS 16, Leases, specifies how an issuer will recognize, measure, present and disclose leases; effective for annual periods beginning on or after January 1, 2019.

The Company is currently assessing the impact that these standards will have on the Company's financial statements. The Company plans to adopt these standards as soon as they become effective for the Company's reporting period. The amendments and new standards are expected to have minimal impact on the Company's financial statements.

4. RECEIVABLES

The Company's receivables are as follows:

	May 31, 2017	November 30, 2016
GST receivable	\$ 24,334	\$ 64,565
BC METC credit receivable	-	131,703
	<u>\$ 24,334</u>	<u>\$ 196,268</u>

OK2 MINERALS LTD.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE SIX MONTHS ENDED MAY 31, 2017

5. PREPAID EXPENSES, DEPOSITS AND ADVANCES

The Company's prepaid expenses, deposits and advances are as follows:

	May 31, 2017	November 30, 2016
Prepaid expenses – marketing	\$ 78,021	\$ 50,252
Security deposit	5,710	5,710
	<u>\$ 83,731</u>	<u>\$ 55,962</u>

6. RESOURCE PROPERTIES

	Pyramid Property	Kinskuch Property	VMS and Golden Mickey Properties	Total
Exploration and evaluation costs during the period ended May 31, 2017				
Assaying and surveying	\$ 11,371	\$ -	\$ -	\$ 11,371
Drilling	50,000	-	-	50,000
Geological and consulting	68,477	45,025	5,000	118,502
	<u>\$ 129,848</u>	<u>\$ 45,025</u>	<u>\$ 5,000</u>	<u>\$ 179,873</u>
Exploration and evaluation costs during the period ended May 31, 2016				
Aircraft rentals	\$ 65,000	\$ -	\$ -	\$ 65,000
Geological and consulting	44,258	-	-	44,258
	<u>\$ 109,258</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 109,258</u>

Pyramid Copper, Canada

On May 22, 2013, the Company entered into an agreement to purchase 100% interest in mineral claims collectively known as the Pyramid Copper Property, located in northern British Columbia, Canada. Per the terms of the agreement, the Company paid \$12,900 and issued 500,000 common shares, valued at \$25,000, to the vendor.

At May 31, 2017, the Company had a reclamation bond with the B.C. Ministry of Energy and Mines for the Pyramid Copper Property in the amount of \$17,500 (November 30, 2016 - \$17,500).

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6. RESOURCE PROPERTIES (cont'd...)

Kinskuch Project, Canada

On August 18, 2016, the Company entered into an options agreement to earn a 100% interest in claims known as the Kinskuch Project, located in Northern British Columbia. To earn a 100% interest, the Company must make the following payments:

- i) pay \$50,000 on the closing date (paid);
- ii) pay \$75,000 and incur \$100,000 of exploration expenditures on or before August 18, 2017;
- iii) pay \$100,000 and incur \$250,000 of exploration expenditures on or before August 18, 2018;
- iv) pay \$150,000 and incur \$500,000 of exploration expenditures on or before August 18, 2019;
- v) pay \$250,000 and incur \$750,000 of exploration expenditures on or before August 18, 2020; and
- vi) pay \$1,000,000 on or before August 18, 2021.

The Kinskuch property is subject to a 2% NSR of which 1% can be repurchased for \$1,100,000 and advanced royalty payments commencing after the Company has earned its 100% interest.

In addition, during the year ended November 30, 2016, the Company staked claims on the Kinskuch Project in the amount of \$13,868.

VMS and Golden Mickey Properties, Canada

On October 26, 2016, the Company entered into an option agreement to earn a 100% interest in claims known as the VMS and Golden Mickey properties. The claims are Cu-Au porphyry prospects located in Northern British Columbia. To earn a 100% interest, the Company must make the following payments:

- i) pay \$50,000 on the closing date (paid);
- ii) pay \$75,000 and incur \$100,000 of exploration expenditures on or before October 26, 2017;
- iii) pay \$100,000 and incur \$250,000 of exploration expenditures on or before October 26, 2018;
- iv) pay \$150,000 and incur \$500,000 of exploration expenditures on or before October 26, 2019;
- v) pay \$250,000 and incur \$750,000 of exploration expenditures on or before October 26, 2020; and
- vi) pay \$1,000,000 on or before October 26, 2021.

The VMS and Golden Mickey properties are subject to a 2% NSR of which 1% can be repurchased for \$1,000,000 and advanced royalty payments commencing after the Company has earned its 100% interest.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are as follows:

	May 31, 2017	November 30, 2016
Trade payables	\$ 71,018	\$ 111,934
Accrued liabilities	5,169	16,169
Due to related parties (Note 11)	46,831	49,409
	<u>\$ 123,018</u>	<u>\$ 177,512</u>

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

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FOR THE SIX MONTHS ENDED MAY 31, 2017

8. SHARE CAPITAL AND RESERVES**Authorized**

Unlimited number of common shares without par value.

During the period ended May 31, 2017, the Company:

- In March 2017, the Company completed a private placement of 14,730,000 units at a price of \$0.125 per unit for gross proceeds of \$1,841,250. Each unit consists of one common share and one-half of one share purchase warrant. Each whole warrant may be exercised to purchase one common share at a price of \$0.20 for a period of two years. The share purchase warrants were assigned a value of \$Nil using the residual value method. In relation to the financing, an aggregate of \$76,800 cash and 470,000 share purchase warrants valued at \$37,354 were paid to various finders, and the Company paid an additional \$11,229 in other share issuance costs

During the year ended November 30, 2016, the Company:

- In July 2016, the Company completed a non-brokered private placement of 5,332,000 units at a price of \$0.15 per unit for gross proceeds of \$799,800. Each unit consists of one common share and one-half of one non-transferable share purchase warrant where one whole share purchase warrant may be exercised at the price of \$0.20 per common share during a two-year term. The share purchase warrants were assigned a value of \$Nil using the residual value method. In relation to the financing, an aggregate of \$31,203 cash and 294,339 share purchase warrants valued at \$27,728 were paid to various finders, and the Company paid an additional \$4,097 in other share issuance costs. As part of the private placement, the Company completed a debt settlement with a related party where the Company issued 266,667 shares at a deemed price of \$0.15 to settle outstanding debt totaling \$38,084. As a result, the Company recognized a loss on settlement of \$1,916.
- In July 2016, the Company issued 7,062,766 flow-through shares at a price of \$0.17 for gross proceeds of \$1,200,670. The flow-through common shares were valued at \$0.15 for a total value of \$1,059,415 and the residual value of \$141,255 was allocated to deferred premium on flow-through shares. In relation to the financing, a total of \$14,674 and 294,339 warrants were paid to various finders, and the Company paid an additional \$5,426 in other share issuance costs.
- In March 2016, the Company completed a private placement of 13,000,000 units at \$0.10 per unit for gross proceeds of \$1,300,000. Each unit consists of one common share and one half of one non-transferable share purchase warrant where it may be exercised at a price of \$0.20 during a two-year term. The share purchase warrants were assigned a value of \$Nil using the residual value method. In relation to the financing, an aggregate of \$32,100 cash and 327,000 share purchase warrants valued at \$26,497 were paid to various finders, and the Company paid an additional \$8,000 in other share issuance costs.
- In March 2016, the Company completed a shares for debt settlement with a related party whereby the Company issued 525,000 shares at a fair value of \$81,375 to settle outstanding debts of \$76,125. As a result, the Company recognized a loss on settlement of \$5,250.

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

Stock options

The Company has a plan to grant stock options to directors, officers, employees and consultants of the Company. Under the plan, the board of directors has the discretion to issue the equivalent of up to 10% of the issued and outstanding shares of the Company from time to time. Stock options are generally for a term of up to five years from the date granted and are exercisable at a price that is not less than the market price on the date granted.

Vesting terms are determined at the discretion of the board of directors. Options issued to consultants providing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the options vesting in any three-month period.

During the period ended May 31, 2017, no options were granted.

During the year ended November 30, 2016, the Company:

- granted a total of 325,000 stock options to consultants with exercise price of \$0.18 for a period of 3 years and vest in equal quarterly instalments over 12 months period, recognizing a share-based payment of \$19,471;
- granted 1,925,000 stock options to management, directors, and certain consultants of the Company with exercise price of \$0.18 for a period of five years, recognizing a share-based payment of \$240,170;
- granted 400,000 stock options to the new President of the Company with exercise price of \$0.23 for a five-year term, recognizing a share-based payment of \$77,103; and
- granted 500,000 stock options to a company for IR services with exercise price of \$0.23 for a three-year term and vest 25% three months from date of agreement and 25% every three months thereafter. The Company recognized a share-based payment of \$84,956.

Stock option transactions for the period ended May 31, 2017:

Expiry Date	Exercise Price	November 30, 2016	Granted	Exercised	Expired / Cancelled	May 31, 2017	Exercisable
September 17, 2018	\$ 0.10	1,800,000	-	-	-	1,800,000	1,800,000
November 1, 2018	0.10	250,000	-	-	-	250,000	250,000
April 13, 2019	0.23	500,000	-	-	-	500,000	500,000
August 26, 2019	0.18	225,000	-	-	-	225,000	225,000
August 26, 2019	0.18	100,000	-	-	-	100,000	100,000
June 29, 2020	0.12	685,000	-	-	-	685,000	685,000
May 3, 2021	0.23	400,000	-	-	-	400,000	400,000
August 26, 2021	0.18	1,925,000	-	-	-	1,925,000	1,925,000
Total		5,885,000	-	-	-	5,885,000	5,597,500
Weighted average exercise price	\$	0.15	-	-	-	\$ 0.15	\$ 0.15

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

Stock options (cont'd...)

Stock option transactions for the year ended November 30, 2016:

Expiry Date	Exercise Price	November 30, 2015	Granted	Exercised	Expired / Cancelled	November 30, 2016	Exercisable
September 17, 2018	\$ 0.10	1,800,000	-	-	-	1,800,000	1,800,000
November 1, 2018	0.10	250,000	-	-	-	250,000	250,000
April 13, 2019	0.23	-	500,000	-	-	500,000	250,000
August 26, 2019	0.18	-	225,000	-	-	225,000	56,250
August 26, 2019	0.18	-	100,000	-	-	100,000	25,000
June 29, 2020	0.12	685,000	-	-	-	685,000	685,000
May 3, 2021	0.23	-	400,000	-	-	400,000	400,000
August 26, 2021	0.18	-	1,925,000	-	-	1,925,000	1,925,000
Total		2,375,000	3,150,000	-	-	5,885,000	5,391,250
Weighted average exercise price		\$ 0.11	\$ 0.19	-	-	\$ 0.15	\$ 0.15

Warrants

Warrant transactions for the period ended May 31, 2017:

Expiry Date	Exercise Price	November 30, 2016	Granted	Exercised	Expired / Cancelled	May 31, 2017	Exercisable
March 2, 2018	\$ 0.20	6,500,000	-	-	-	6,500,000	6,500,000
March 2, 2018	0.20	327,000	-	-	-	327,000	327,000
July 21, 2018	0.20	2,666,000	-	-	-	2,666,000	2,666,000
July 21, 2018	0.20	294,339	-	-	-	294,339	294,339
March 8, 2019	0.20	-	7,365,000	-	-	7,365,000	7,365,000
March 8, 2019	0.20	-	470,000	-	-	470,000	470,000
Total		9,787,339	7,835,000	-	-	17,622,339	17,622,339
Weighted average exercise price		\$ 0.20	\$ 0.20	-	-	\$ 0.20	\$ 0.20
Weighted average remaining contractual life						1.27 years	

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

Warrant transactions for the year ended November 30, 2016:

Expiry Date	Exercise Price	November 30, 2015	Granted	Exercised	Expired / Cancelled	November 30, 2016	Exercisable
March 2, 2018	\$ 0.20	-	6,500,000	-	-	6,500,000	6,500,000
March 2, 2018	0.20	-	327,000	-	-	327,000	327,000
July 21, 2018	0.20	-	2,666,000	-	-	2,666,000	2,666,000
July 21, 2018	0.20	-	294,339	-	-	294,339	294,339
Total		-	9,787,339	-	-	9,787,339	9,787,339
Weighted average exercise price		-	\$ 0.20	-	-	\$ 0.20	\$ 0.20
Weighted average remaining contractual life						1.37 years	

9. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns on unused capital. The Company does not pay dividends. The Company is not subject to any externally imposed capital requirements.

The Company raises capital to fund its corporate and exploration costs and other obligations through the sale of its common shares or units consisting of common shares and warrants in order to operate its business and safeguard its ability to continue as a going concern. Although the Company has been successful at raising funds in the past through issuance of share capital, it is uncertain whether it will continue this financing due to uncertain economic conditions. There have been no changes to the Company's approach to capital management during the period.

10. SEGMENTED INFORMATION

The Company operates in one segment – the acquisition, exploration and development of resource properties. As at May 31, 2017 and November 30, 2016, all of the Company's operations and assets were held in Canada.

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11. RELATED PARTY TRANSACTIONS

During the period ended May 31, 2017, the Company entered into the following transactions with related parties, directors and key management personnel. Key management personnel are individuals responsible for planning, directing and controlling the activities of the Company and include certain directors and officers.

Transactions with related parties and key management personnel are as follows:

Paid or accrued to:	Nature of transactions	Six Months Ended May 31, 2017	Six Months Ended May 31, 2016
<u>Key management personnel:</u>			
Directors and companies controlled by Directors	Director fees	\$ 32,600	\$ -
A company controlled by a family member of the Corporate Secretary	Consulting	24,000	15,000
A company controlled by the CEO	Consulting	93,335	29,167
A company controlled by a Director	Geological consulting	57,500	15,000
A company controlled by the President	Management and geological consulting	93,335	16,667
The President	Share-based payment	-	65,881
Total		\$ 300,770	\$ 141,715
<u>Related parties:</u>			
A firm of which a Director is a partner	Professional	\$ 16,300	\$ 30,700
A company controlled by a Director	Professional	15,000	-
A family member of a Director	Geological consulting	30,000	22,500
Total		\$ 61,300	\$ 53,200

The amounts due to related parties included in accounts payable and accrued liabilities are as follows:

	May 31, 2017	November 30, 2016
Due to a firm of which a Director is a partner	\$ -	\$ 36,420
Due to the CEO	101	-
Due to the Directors and companies controlled by Directors	40,678	4,079
Due to a company controlled by the CEO	-	2,857
Due to a family member of a Director	6,052	6,053
Total	\$ 46,831	\$ 49,409

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12. COMMITMENTS

Flow-through private placements

As at May 31, 2017, in connection with the issuance of flow-through common shares in July 2016, the Company has a commitment to incur \$382,037 of qualifying flow-through expenditures.

The flow-through shares were issued at premium to the non-flow-through shares which is a reflection of the value of the income tax write-offs that the Company will pass on to the flow-through shareholders. The premium was determined to be \$141,255 and was recorded as a reduction of share capital. An equivalent flow-through share premium liability was recorded which is being reversed as the required exploration expenditures are completed.

The following is a continuity schedule of the deferred premium on flow-through shares issuance:

Balance at November 30, 2015	\$ -
Initial recognition of deferred premium on flow-through shares	141,255
Settlement of flow-through share liability on incurring expenditures	<u>(93,720)</u>
Balance at November 30, 2016	47,535
Settlement of flow-through share liability on incurring expenditures	<u>(23,337)</u>
Balance at May 31, 2017	<u>\$ 24,198</u>

Leased Premises

The Company is committed to the following minimum payments (before applicable taxes) for the leased premises located at suite 480 – 505 Burrard Street, over the next five months. The lease on the premise commenced on August 1, 2016 and was renewed for an additional year. The terms of the lease are as follows:

Year	Premises
2017	\$45,900
2018	\$46,410

13. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are described below.

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

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

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

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13. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

Fair value of financial instruments

The Company has various financial instruments including cash, receivables and accounts payable and accrued liabilities. The carrying values of cash, receivables and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these financial instruments.

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

Credit risk

The Company is exposed to credit risk only with respect to uncertainties as to timing and amount of collectability of receivables. The Company believes its credit risk is low because a portion of receivables are comprised of goods and services tax (GST) and other government refunds, which is recoverable from the governing body in Canada. Management does not believe the receivables are impaired.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2017, the Company had a cash balance of \$1,421,418 (November 30, 2016 – \$633,834) to settle current liabilities of \$147,216 (November 30, 2016 – \$225,047). All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited as its interest bearing financial instrument is redeemable at any time.

Price risk

Mineral prices, in particular gold and silver, are volatile, and have fluctuated sharply in recent periods. The prices are subject to market supply and demand, political and economic factors, and commodity speculation, all of which can interact with one another to cause significant price movement from day to day and hour to hour. These price movements can affect the Company's ability to operate and to raise financing through the sale of its common shares.

Foreign currency risk

As at May 31, 2017 and November 30, 2016, the Company did not have any accounts in foreign currencies and considered foreign currency risk insignificant.