

Clean Commodities Corp.

Condensed Consolidated Interim Financial Statements
September 30, 2017 and 2016 – Third Quarter
(expressed in Canadian dollars, except where indicated)

**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 an auditor has not reviewed the financial statements.

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.

Clean Commodities Corp.

Statements of Financial Position

(expressed in Canadian dollars, except where indicated)

	Note	September 30, 2017	December 31, 2016
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	11	559,608	536,928
Other receivables		21,049	23,860
Prepaid expenses and deposits		50,000	2,794
Investments	5	196,784	84,284
		827,441	647,866
Exploration and evaluation assets ("E&EA")	6	1,477,505	1,737,794
Total assets		2,304,946	2,385,660
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		98,924	39,868
Total liabilities		98,924	39,868
Shareholders' equity			
Share capital	7	8,785,904	8,345,795
Reserves		1,109,307	1,109,307
Accumulated other comprehensive income		(330,822)	51,678
Deficit		(7,358,367)	(7,160,988)
Total shareholders' equity		2,206,022	2,345,792
Total liabilities and shareholders' equity		2,306,946	2,385,660

Nature of operations (note 1)

Subsequent events (note 12)

Approved by the Board of Directors

"Ryan Kalt"

Director

"Brian Hearst"

Director

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

Clean Commodities Corp.
Statements of Loss and Comprehensive Loss

(expressed in Canadian dollars, except where indicated)

	Note	For the three months ended September 30		For the nine months ended September 30	
		2017	2016	2017	2016
		\$	\$	\$	\$
Expenses					
General and administrative	9	61,717	51,900	154,318	152,245
Professional fees		13,638	14,184	37,247	45,072
Investor relations and marketing	9	2,101	11,317	5,814	45,118
Share-based compensation		-	-	-	174,283
Net loss and comprehensive income		(77,456)	(77,401)	(197,379)	(416,718)
Loss per share					
Basic and diluted		(0.00)	(0.00)	(0.00)	(0.01)
Weighted average number of shares outstanding					
Basic and diluted		77,656,024	64,851,197	73,971,173	64,851,197

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

Clean Commodities Corp.
Statements of Changes in Shareholders' Equity

(expressed in Canadian dollars, except where indicated)

	Common shares outstanding	Share capital	Reserves				Total shareholders' equity
			Share-based compensation reserves	Warrants reserves	Accumulated other comprehensive income	Deficit	
		\$	\$	\$	\$	\$	\$
Balance at December 31, 2016	70,568,845	8,345,795	889,027	220,280	51,678	(7,160,988)	2,345,792
Private placements	6,766,666	385,000	-	-	-	-	385,000
Private placement issuance costs	-	(19,891)	-	-	-	-	(19,891)
Warrant exercises	1,500,000	75,000	-	-	-	-	75,000
Revaluation of investment	-	-	-	-	(382,500)	-	(382,500)
Net loss and other comprehensive income for the period	-	-	-	-	-	(197,379)	(197,379)
Balance at September 30, 2017	78,835,511	8,785,904	889,027	220,280	(330,822)	(7,358,368)	2,206,022

	Common shares outstanding	Share capital	Reserves				Total shareholders' equity
			Share-based compensation reserves	Warrants reserves	Accumulated other comprehensive income (loss)	Deficit	
		\$	\$	\$	\$	\$	\$
Balance at December 31, 2015	51,643,954	7,014,939	658,517	146,481	-	(6,452,776)	1,367,161
Private placements	9,750,000	835,000	-	-	-	-	822,050
Private placement issuance costs	-	(46,040)	-	-	-	-	(33,090)
Flow through share liability premium	-	(50,000)	-	-	-	-	(50,000)
Warrant exercises	957,243	95,011	-	-	-	-	95,011
Share issuance for mineral property -Torp/Phoenix	2,500,000	200,000	-	-	-	-	200,000
Warrant issuance for mineral property	-	-	-	33,799	-	-	33,799
Stock options granted	-	-	174,283	-	-	-	174,283
Net loss for the period	-	-	-	-	-	(416,718)	(416,718)
Balance at September 30, 2016	64,851,197	8,048,910	832,800	180,280	-	(6,869,494)	2,192,496

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

Clean Commodities Corp.

Statements of Cash Flows

(amounts expressed in Canadian dollars, except where indicated)

	For the nine months ended September 30	
	2017	2016
	\$	\$
Cash used from (used in) operating activities		
Net loss	(197,379)	(418,718)
Items not affecting cash		
Share-based compensation	-	174,283
	(197,379)	(242,435)
Change in non-cash operating working capital:		
(Increase) decrease in other receivables and prepaid expenses and deposits	(44,395)	(47,396)
Increase (decrease) in accounts payable and accrued liabilities	59,056	(33,507)
	(182,718)	(323,338)
Cash flows from (used in) investing activities		
Option payment received	125,000	-
Expenditures on exploration and evaluation assets	(359,711)	(432,481)
	(234,711)	(432,481)
Cash flows from (used in) financing activities		
Gross proceeds from private placements	385,000	835,000
Share issuance costs	(19,891)	(46,040)
Gross proceeds from warrant exercises	75,000	95,011
	440,109	883,971
Decrease in cash and cash equivalents	22,680	128,152
Cash and cash equivalents - beginning of period	536,928	175,917
Cash and cash equivalents – end of period	559,608	304,069
Cash	559,608	304,069
Term deposits	-	-
Cash and cash equivalents – end of period	559,608	304,069

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

Clean Commodities Corp.

Notes to Condensed Consolidated Financial Statements

September 30, 2017 and 2016 (unaudited)

(amounts expressed in Canadian dollars, except where indicated)

1 Nature of operations

Clean Commodities Corp. (formerly Athabasca Nuclear Corp.) (the “Company”) was incorporated on August 24, 2011, pursuant to the *Business Corporation Act* (Alberta) and was continued into British Columbia under the *Business Corporation Act* (British Columbia) on November 10, 2015. The Company is extra-provincially registered in the provinces of Saskatchewan, Quebec, and the Northwest Territories.

The Company holds mineral tenures for the purpose of exploring for and developing mineral resources and is considered to be in the exploration stage.

The Company’s corporate office and principal place of business is Suite 605, 815 Hornby St, Vancouver, B.C., V6Z 2E6. Management believes the Company will realize its assets and discharge its liabilities in the normal course of business however the Company’s ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, more immediately, to obtain the necessary financing to meet its obligations and pay liabilities as they become due. External financing, predominantly by the issuance of equity, will be sought to finance the operations of the Company. These uncertainties cast significant doubts regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

2 Basis of presentation

The financial statements of the Company for the nine month ended September 30, 2017 are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the International Financial Interpretations Committee (“IFRIC”).

These financial statements have been prepared on a historical cost basis except for financial instruments classified as Fair Value Through Profit or Loss (“FVTPL”) and available-for-sale (“AFS”) which are stated at their fair value. The financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The financial statements are presented in Canadian dollars and all values are rounded to the nearest dollar.

These financial statements were authorized for issue by the Board of Directors on November 22, 2017.

3 Estimates, risks and uncertainties

The preparation of financial statements in compliance with IFRS requires management to make certain judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates and assumptions.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

Significant accounting estimates

- a) The inputs used in accounting for share-based compensation in profit or loss.
- b) Amounts of provisions, if any, for environmental rehabilitation and restoration.
- c) The inputs used in the fair value of investments (see note 5)

Significant accounting judgments

- a) The determination of categories of financial assets and financial liabilities.
- b) The assessment of indications of impairment of each mineral property and the related determination of the recoverable amount and write-down of those properties where applicable.
- c) The tax basis of assets and liabilities and related deferred income tax assets and liabilities.
- d) Assessment of the Company’s ability to continue as a going concern.

Clean Commodities Corp.

Notes to Condensed Consolidated Financial Statements

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(amounts expressed in Canadian dollars, except where indicated)

4 New accounting pronouncements

The accounting policies set out below have been applied consistently to all years presented in these financial statements. The financial

Certain new accounting standards and interpretations have been published that are mandatory for the December 31, 2016 reporting period. The adoption of the following standards or amendments effective January 1, 2016 had no impact on the Company's financial statements.

IFRS 7 Financial Instruments

The amendment clarifies the applicability of the amendments to IFRS 7 Disclosure—Offsetting Financial Assets and Financial Liabilities to condensed interim financial statements.

IFRS 11 Joint Arrangements

These amendments require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in IFRS 3) to: (a) apply all of the business combinations accounting principles in IFRS 3 and other IFRS standards, except for those principles that conflict with the guidance in IFRS 11; and (b) disclose the information required by IFRS 3 and other IFRS standards for business combinations. The amendments apply both to the initial acquisition of an interest in joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not re-measured).

Certain new accounting standards and interpretations have been published that are not mandatory for the December 31, 2016 reporting period. Each of the new standards is effective for annual periods as noted below with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new standards:

IFRS 9 Financial instruments

IFRS 9 addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit and loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit and loss or at fair value through other comprehensive income. The application of this standard has been extended and the final date of application is for periods beginning on or after January 1, 2018.

IFRS 15 Revenue from Contracts with Customers

The IASB issued IFRS 15 in May 2014. The new standard provides a comprehensive framework for recognition, measurement and discourse of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively with early adoption permitted.

IFRS 16 Leases

The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. The application of this standard is effective for annual periods beginning on or after January 1, 2019.

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5 Investments

	Fair value December 31, 2015	Other comprehensive income	Fair value December 31, 2016	Other comprehensive income	Fair value September 30, 2017
	\$	\$	\$	\$	\$
Investments	24,884	59,400	84,284	-	196,784

Investments at September 30, 2017 comprise 2,000,000 warrants of African Queen Mines Ltd. (“African Queen”) received as consideration for the disposal of assets on August 10, 2015, whereby the Company completed the sale of its Yellowjacket Gold Project and other assets to African Queen. The fair value of the warrants was determined to be \$24,884 on the date of receipt using the Black-Scholes pricing model using the following weighted average assumptions: expected life of 2.61 years, volatility of 177%, share price on measurement date of \$0.01, exercise price of \$0.08, annual rate of dividends of 0%, risk free rate of 0.42%. Volatility was determined using the historical share price of African Queen. The value of these warrants increased by \$59,400 during the year ended December 31, 2016 which was recognized in other comprehensive income, net of tax of \$7,722.

In addition, the Company received 2,250,000 common shares of Azincourt Energy Inc. on April 4, 2017 valued at \$0.22 per share. The shares were part of a March 8, 2017 option agreement entered into by the Company and Azincourt Energy Corp. (formerly Azincourt Uranium Inc.). See Note 6 for details of the transaction.

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6 Exploration and evaluation assets

	Syndicate – Preston Lake	Labrador Trough	Whabouchi Project	Torp Lake & Phoenix Project	Juliet Lithium Project	Other	Total
	\$	\$	\$	\$	\$	\$	\$
December 31, 2015	948,956	-	-	-	-	246,555	1,195,511
Analytical	-	73	-	-	-	-	73
Geology	37,421	101,750	144,167	164	-	-	283,502
Tenure and acquisition	-	193,069	21,959	233,798	15,533	57,893	522,252
Impairment	-	-	-	-	-	(263,544)	(263,544)
December 31, 2016	986,377	294,892	166,126	233,962	15,533	40,904	1,737,794
Geology	1,115	5,160	2,651	165,000	66,741	130,339	371,006
Tenure and acquisition	-	-	-	137	-	8,568	8,705
Recovery of deferred costs	(620,000)	-	-	(20,000)	-	-	(640,000)
September 30, 2017	367,492	300,052	168,777	379,099	82,274	179,811	1,477,505

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Western Athabasca Syndicate / Preston Uranium Project

On July 9, 2013, the Company entered into a formal agreement (the “Agreement”) with Skyharbour Resources Ltd. (“Skyharbour”)(TSX-V: SYH), Noka Resources Inc. (“Noka”)(TSX-V: NX) and Rojo Resources Ltd. (“Rojo”, formerly Lucky Strike Resources Ltd.)(TSX-V: RJ) to form a strategic alliance, the Western Athabasca Syndicate (the “Syndicate”), which would expand the Company’s exploration land coverage, generate working capital, and provide third-party funded exploration on its Preston Uranium Property thereby expediting the Company’s ongoing uranium exploration efforts.

Under terms of the Agreement, the Company combined its Preston Uranium Property with Skyharbour’s Athabasca Properties to develop and explore an uranium project base (the “Western Athabasca Syndicate Project” or “Preston Uranium Project”).

Under the terms of the Agreement, each of the Company, Skyharbour, Noka and Rojo received an option to earn 25% of the combined lands by making a series of cash payments, share payments and incurring exploration expenditures over the two-year earn-in term of the agreement. If carried to completion, the agreement called for \$6,000,000 of exploration on the project over two years. The Company was appointed as the operator of the project (the “Operator”), a role that transitioned to Skyharbour in the third quarter of 2014.

On August 17, 2015, two signatory companies, Noka and Rojo, had their participation interest in the Western Athabasca Syndicate terminated as a result of not fulfilling the final stage of the expenditure requirements related to the drill program that commenced in the third quarter of 2015. The net result to the Company, who met its funding requirement (along with Skyharbour), was an increase in the Company’s working interest in the Preston Uranium Project from 25% to 50%. The final exploration stage of the earn-in process for the Syndicate was a drill program that commenced on August 18, 2015, to which the Company contributed its final earn-in obligation of cash of \$322,667.

On March 3, 2017, the Company, in conjunction with Preston Uranium Project partner Skyharbour, executed an option agreement with AREVA Resources Canada Inc. which provides AREVA an earn-in option to acquire up to a 70-per-cent working interest in a portion of the Preston uranium project. Under the agreement, AREVA will contribute cash and exploration program consideration totalling up to \$8-million in exchange for up to 70 per cent of the applicable project area over six years with a first option where AREVA may acquire an initial 51-per-cent working interest in the Preston segment for a period of three years by financing exploration expenditures in the total amount of \$2.8-million and making combined cash payments totalling \$200,000 to the Company and Skyharbour.

On March 28, 2017, the Company, in conjunction with Preston Uranium Project partner Skyharbour, executed an option agreement with Azincourt Energy Corp. (formerly Azincourt Uranium Inc.) (“Azincourt”) which provides Azincourt an earn-in option to acquire a 70-per-cent working interest in a portion of the Preston uranium project known as the East Preston property. Under the agreement, Azincourt will issue 4.5 million listed common shares and contribute cash and exploration expenditure consideration totalling up to \$3.5-million in exchange for up to 70 per cent of the applicable property area over three years. Of the \$3.5-million in project consideration, \$1-million will be in cash payments to the Company and Skyharbour, as well as \$2.5-million in exploration expenditures over a three-year period. Azincourt issued the Company and Skyharbour each 2.25 million common shares upfront for a combined total issuance of 4.5 million common shares.

On November 9, 2017, the Company announced details of an upcoming exploration program funded and operated by Areva Resources Canada Inc. at the Preston Uranium Project.

The Preston Uranium Project, and its optioned components, is considered to be the Company’s principal asset of exploration focus.

Whabouchi Project

During the year ended December 31, 2016, the Company acquired tenure related to the Whabouchi Lithium Project (Dumont and Spodumene Lake claim sets) located in Quebec through the payment of certain licensing fees and the granting of a two percent royalty. An exploration program was conducted on the property during calendar 2016.

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(amounts expressed in Canadian dollars, except where indicated)

Labrador Trough Project

During the year ended December 31, 2016, the Company acquired the tenure related to the Labrador Trough Project located in Quebec through the payment of certain licensing fees and the granting of a two percent royalty. An exploration program was conducted on the property during calendar 2016.

Juliet Lithium Project

During the year ended December 31, 2016, the Company acquired the tenure related to the Juliet Lithium Project located in Quebec through the payment of certain licensing fees and the granting of a two percent royalty. An exploration program for the Juliet Lithium Project was conducted during the third quarter of 2017 with results announced on September 26, 2017.

Torp Lake & Phoenix Lithium Projects

On May 20, 2016, the Company acquired the Torp Lake and Phoenix claims from North Arrow Minerals Inc. (“North Arrow”). As consideration for the Torp Lake and Phoenix lithium claims, North Arrow received 2,500,000 common shares of Company at a fair value of \$0.08 as well as 1,000,000 common share purchase warrants with an exercise price of \$0.20 per common share exercisable for a two-year period.

During the quarter ended September 30, 2017, the Company sold a 1% gross royalty on both the Torp Lake and Phoenix Lithium projects to the Chief Executive officer of the Company for \$10,000 each or \$20,000 total, the proceeds of which were spent at the projects as further described in the Management Discussion & Analysis accompanying these financials.

Other Mineral Projects

(i) Garland Lake Project (*discontinued*)

During the year ended December 31, 2015, the Company established a mineral tenure position in the Garland Lake area of Labrador, Canada. The Company acquired its Garland Lake Project mineral tenures by way of staking.

During the year ended December 31, 2016, the Company recorded an impairment charge of \$77,625 recognized on the carrying value of the project as no exploration is planned in the near future.

(ii) Wollaston NE Uranium Project (*discontinued*)

On July 24, 2014, the Company entered into an agreement to acquire a 100% interest in the Wollaston NE Uranium Project in Saskatchewan. The Wollaston NE Uranium Project was acquired from DG Resource Management Ltd. (the “Vendor”) who received cash consideration of \$50,000 (\$25,000 upon closing and \$25,000 within twelve months of closing) and was issued 1.25 million common shares of the Company upon closing at a deemed value of \$0.06 per common share. The transaction provides for the grant of a 1% production royalty to the Vendor and the assumption of a pre-existing 2% production royalty on the property. The Vendor will also be provided the right to manage, on competitive terms, the exploration programs of the Corporation at the Wollaston NE Uranium.

During the year ended December 31, 2016, the Company recorded an impairment charge of \$125,000 recognized on the carrying value of the project as no future exploration was planned.

(iii) Prongua Lake Diamond Project (*discontinued*)

On November 24, 2014, the Company entered into a property purchase agreement to acquire the Prongua Lake Diamond Project. The Prongua Lake Diamond Project was acquired from DG Resource Management Ltd. (the “Vendor”) who received cash consideration of \$15,000 and share consideration of 500,000 common shares at closing. The transaction provides for the grant of a 3% production royalty to the Vendor (half of which may be repurchased by the Company for \$1.5m) and a 20%

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carried interest up to, but not including, mine construction. Dahrouge Geological Consulting Ltd. was provided the right to manage, on competitive terms, the exploration programs of the Company at the Prongua Lake Diamond Project for a period of twenty-four months from the date of closing.

During the year ended December 31, 2016, the Company recorded an impairment charge of \$39,997 recognized on the carrying value of the project as no future exploration was planned.

(iv) Manitou Cobalt Project

On February 17, 2017, the Company entered into an earn-in agreement to acquire a 50% interest in the Manitou Cobalt Project in exchange for a one-time cash renewal payment for the claims under the agreement and funding a \$50,000 exploration program in 2017.

On July 24, 2017, the Company announced an option to increase its earn-in percentage on the project to 75% in exchange for funding a \$150,000 exploration program in 2017.

During the third-quarter of 2017, the Company conducted an exploration program at the Manitou Cobalt Project, with results announced by news release dated September 21, 2017.

(v) Zeolite Projects

On July 7, 2017, the Company announced the acquisition of the Ogilvie Quarry Zeolite Project in exchange for the payment of certain licensing fees and the granting of a three percent royalty. The project is part of the Company's initiative to establish a portfolio of projects prospective for zeolite minerals.

On July 17, 2017, the Company announced the acquisition of the Hampton Quarry Zeolite Project in exchange for the payment of certain licensing fees and the granting of a three percent royalty. The project is part of the Company's initiative to establish a portfolio of projects prospective for zeolite minerals.

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(amounts expressed in Canadian dollars, except where indicated)

7 Share Capital

- a) The Company's authorized share capital consists of an unlimited number of common shares without par value and unlimited number of first and second preference shares without nominal or par value, with the rights, privileges and conditions thereof determined by the directors of the Company at the time of issuance.
- b) 2017 share capital activities:
- i) On April 12, 2017, the Company closed a private placement financing and issued 2,100,000 Units for gross proceeds of \$105,000. Each Unit comprised of one common share and a one-half share purchase warrant. Each whole warrant is exercisable at a price of \$0.075 per share for a period of one year from the closing date.
 - ii) On April 17, 2017, the Company received \$75,000 from 1,500,000 warrants being exercised at \$0.05.
 - iii) On July 24, 2017, the Company closed a private placement financing and issued 4,666,666 Units for gross proceeds of \$280,000. Each Unit comprised of one common shares and a one-half share purchase warrant. Each whole warrant is exercisable at a price of \$0.07 per share for one year from the closing date.
- c) 2016 share capital activities:
- i) During the year ended December 31, 2016, 857,243 common shares were issued from various warrant exercises for total proceeds of \$90,011. In addition, 100,000 common shares were issued from a stock option exercise for total proceeds of \$5,000.
 - ii) On December 23, 2016, the Company closed a placement consisting of up to 1,600,000 units at a price of \$0.05 per unit for gross proceeds of \$80,000. Each unit comprises one common share and one-half share purchase warrant exercisable at \$0.10 per shares for a one year period from the closing date. The Company paid a finder's fee \$3,850 on certain units.
 - iii) On November 9, 2016, the Company closed a placement consisting of up to 4,117,648 flow-through shares at a price of \$0.085 per flow-through share for gross proceeds of up to \$350,000. A \$61,765 flow-through share liability has been recognized for this issuance and has been included in flow through share premium in the statements of loss upon renunciation of the qualifying expenditures. The Company paid a fee of \$24,500 on the gross proceeds of the flow-through financing and issued 288,235 non-transferrable common share finders warrants exercisable at \$0.085 for an 18-month period following closing. The warrants were valued at \$7,000 using the Black-Scholes pricing model. In addition, the Company incurred other share issue costs of \$3,000 with this financing.
 - iv) On August 2, 2016, the Company closed the first tranche through the issuance of 1,300,000 units for gross proceeds of \$130,000 and on August 11, 2016 the Company closed the second and final tranche through the issuance of 1,200,000 units for gross proceeds of \$120,000. Each unit price at \$0.10 comprised of one common share and one share purchase warrant exercisable at \$0.25 per share for a period of one year from the date of date of closing. A fee of \$12,950 cash and 129,500 finder's warrants exercisable at \$0.10 per warrant for 12 months from the time of closing were paid by the Company. The warrants were valued at \$6,000 using the Black-Scholes pricing model.
 - v) On May 20, 2016, the Company acquired the Torp Lake and Phoenix claims from North Arrow Minerals Inc. ("North Arrow"). As consideration for the Torp Lake and Phoenix claims, North Arrow received 2,500,000 common shares of Company at a fair value of \$0.08 (\$200,000 deemed value) as a well as 1,000,000 common share purchase warrants exercisable at \$0.20 per common share for a two-year period. The warrants were valued at \$33,799 using the Black-Scholes pricing model.

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- vi) On May 30, 2016, the Company closed a non-brokered private placement of up to 2,500,000 flow-through common share units at a price of \$0.10 per unit to raise gross proceeds of \$250,000. Each unit comprised one flow-through common share and half of one common share warrant exercisable at \$0.15 per common share for a period of 18 months from closing. A \$50,000 flow-through share liability has been recognized for this issuance and has been included in flow through share premium in the statements of loss upon renunciation of the qualifying expenditures. Concurrent with the non-brokered private portion, the Company also closed a brokered non flow-through portion in the amount of 3,250,000 units at a price of \$0.08 per unit to raise gross proceeds of \$260,000. Each unit comprised of one common share and one half of a common share warrant exercisable at a price of \$0.15 for a period of 18 months from closing. A fee of \$25,340 cash and 273,000 finder's warrants exercisable at \$0.10 per warrant for 18 months from the time of closing may be paid by the Company. The warrants were valued at \$27,000 using the Black-Scholes pricing model. In addition, the Company incurred other share issue costs of \$2,500 with this financing.
- vii) On March 18, 2016, the Company announced a non-brokered private placement of up to 8,020,000 common share units at a price of \$0.05 per Unit to raise gross proceeds of \$401,000. Each Unit comprised one common share and one full common share warrant exercisable at \$0.05 per share for a period of one year from the date of closing. On April 14, 2016, the Company closed this financing by way of 1,500,000 units for gross proceeds of \$75,000. A finder's fee of \$5,250 was paid on the gross proceeds.

d) Warrants

	September 30, 2017		December 31, 2016	
	Number of warrants (000's)	Weighted average exercise price	Number of warrants (000's)	Weighted average exercise price
		\$		\$
Outstanding - beginning	10,566	0.15	3,511	0.09
Issuance – private placement	4,433	0.07	7,675	0.16
Issuance – finder fees	-	-	691	0.09
Issuance – E&EA	-	-	1,000	0.20
Exercised	(1,500)	0.05	(857)	(0.11)
Expired	(2,629)	-	(1,454)	(0.11)
Outstanding - ending	10,870	0.11	10,566	0.15

The warrants issued as finder fees during the year ended December 31, 2016 were fair valued at \$40,000 using Black-Scholes option pricing model with the following weighted average assumptions: share price on issue date of \$0.11, expected life of stock option of 1.43 years, volatility of 124.32%, annual rate of dividends of 0.00% and a risk free rate of 0.62%.

The warrants issued for exploration and evaluation assets during the year ended December 31, 2016 were fair valued at \$33,799 using Black-Scholes option pricing model with the following assumptions: share price on issue date of \$0.08, expected life of stock option of 2 years, volatility of 120.90%, annual rate of dividends of 0.00% and a risk free rate of 0.66%.

Volatility was determined using the historical share price of the Company.

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The following table discloses the number of warrants outstanding as at September 30, 2017:

Number of warrants ('000s)	Price per share	Expiry Date
	\$	
288	0.085	May 8, 2018
800	0.10	December 23, 2017
1,625	0.15	November 30, 2017
1,250	0.15	November 30, 2017
273	0.10	November 30, 2017
1,000	0.20	May 19, 2018
1,200	0.05	July 24, 2020
2,100	0.075	April 12, 2018
2,333	0.07	June 24, 2018
10,870		

8 Share-based Compensation

a) Stock options

The Company has a stock option plan for employees, directors, officers and consultants. Stock options can be issued up to a maximum number of common shares equal to 10% of the issued and outstanding common shares of the Company. The exercise price of options granted is not less than the market price of the common shares traded less the available discount under TSX Venture Exchange policies, and is determined by the Board of Directors. Options granted can have a term of up to 10 years.

	September 30, 2017		December 31, 2016	
	Number of options (000's)	Weighted average exercise price	Number of options (000's)	Weighted average exercise price
		\$		\$
Outstanding - beginning	6,045	0.08	1,945	0.10
Granted	-	-	4,300	0.07
Exercised	-	-	(100)	(0.05)
Expired or Cancelled	(400)	0.15	(100)	(0.05)
Outstanding - ending	5,645	0.08	6,045	0.08

The fair value of the Company's shares on date of exercise was \$0.05 per share.

On October 14, 2016, the Company granted 1,200,000 incentive stock options exercisable at \$0.065 per share for five years to certain directors and officers of the Company. The weighted average fair value of \$0.05 per stock option was determined using the Black-Scholes option pricing model using the following assumptions: share price on grant date of \$0.06, expected life of stock option of 5 years, volatility of 111.14%, annual rate of dividends of 0.00% and a risk free rate of 0.66%.

On June 28, 2016 the Company granted 1,250,000 incentive stock options exercisable at \$0.12 per share for five years to certain directors, officers, and consultants of the Company. The weighted average fair value of \$0.08 per stock option was determined using the Black-Scholes option pricing model using the following assumptions: share price on grant date of \$0.10, expected life of stock option of 5 years, volatility of 120.89%, annual rate of dividends of 0.00% and a risk free rate of 0.66%.

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On March 21, 2016 the Company granted 1,850,000 incentive stock options exercisable at \$0.05 per share for five years to certain directors, officers, and consultants of the Company. The weighted average fair value of \$0.04 per stock option was determined using the Black-Scholes option pricing model using the following assumptions: share price on grant date of \$0.05, expected life of stock option of 5 years, volatility of 111.14%, annual rate of dividends of 0.00% and a risk free rate of 0.66%.

On February 25, 2015 the Company granted 725,000 incentive stock options to certain directors, officers, employees and consultants of the Company. The weighted average fair value of \$0.04 per stock option was determined using the Black-Scholes option pricing model using the following assumptions: share price on grant date of \$0.045, expected life of stock option of 5 years, volatility of 178%, annual rate of dividends of 0.00% and a risk free rate of 0.65%.

Volatility was determined using the historical share price of the Company.

The following table discloses the number of options and vested options outstanding as at September 30, 2017.

Number of options outstanding ('000s)	Number of options exercisable ('000s)	Price per share (\$)	Expiry Date
200	200	0.18	August 26, 2018
120	120	0.15	April 9, 2019
750	750	0.07	July 9, 2019
475	475	0.05	February 26, 2020
1,650	1,650	0.05	March 21, 2021
1,250	1,250	0.12	June 28, 2021
1,200	1,200	0.065	October 26, 2021
5,645	5,645		

9 Related Party Transactions

The value of transactions and outstanding balances relating to key officers and directors and entities over which they have control or significant influence were as follows:

During the nine-month period ended September 30, 2017, the Company incurred \$90,000 (2016 - \$90,000) of consulting fees included in general and administrative with a company controlled by the Chief Executive Officer for services performed. In addition, during the three-month period ended September 30, 2017, the Chief Executive Officer of the Company acquired 1% gross royalties in each of the Torp and Phoenix Lithium Projects from the Company (see Note 6) for a cash payment of \$10,000 per project, \$20,000 total.

During the nine-month period ended September 30, 2017, the Company incurred \$22,500 (2016 - \$22,500) of professional fees with a company controlled by the Chief Financial Officer for services performed.

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to or from related parties are non-interest bearing, unsecured, and have no fixed terms of repayment, unless otherwise noted.

10 Capital Management

The Company includes cash and cash equivalents and shareholders' equity, comprising of issued common shares, share-based compensation reserves and warrants reserves, deficit and accumulated other comprehensive income (loss) in the definition of capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather rely on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has interests are in the exploration stage; as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended September 30, 2017. The Company is not subject to externally imposed capital requirements.

11 Financial Instruments

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

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

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

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

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total September 30, 2017
Cash and cash equivalents	\$ 493,606	\$ -	\$ -	\$ 559,608
Investments	\$ -	\$ -	\$ 196,784	\$ 196,784

	Level 1	Level 2	Level 3	Total December 31, 2016
Cash and cash equivalents	\$ 536,928	\$ -	\$ -	\$ 536,928
Investments	\$ -	\$ -	\$ 84,284	\$ 84,284

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to concentration risk, credit risk, liquidity risk, commodity price risk, and foreign exchange risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

Concentration Risk

At September 30, 2017, substantially all of the Company's cash and cash equivalents was held at a Canadian national financial institution. As a result, the Company was exposed to all of the risks associated with these institutions.

Credit Risk

The Company is exposed to credit risk, which is the risk that a customer or counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The Company's maximum exposure to credit risk is the carrying amount of cash and cash equivalents and other receivables on the statement of financial position.

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 manages liquidity risk by forecasting its cash flows from operations and anticipating investing and financing activities. Senior management is actively involved in the review and approval of planned expenditures. As at September 30, 2017, the Company's working capital of \$728,517 (December 31, 2016 - \$607,998) is sufficient to meet its short-term business requirements. Future operations or exploration programs will require additional financing primarily through equity markets.

Commodity Price Risk

The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

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Foreign Exchange Risk

Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. As at September 30, 2017, the Company has no monetary assets or liabilities in foreign currencies.

12 Commitments

The Company entered into flow-through share subscription agreements during the year ended December 31, 2016 whereby it was committed to incur within a 24 month period a total of \$600,000 (2015 - \$60,000) of qualifying Canadian Exploration Expenses ("CEE") as described in the Income Tax Act of Canada, of which \$283,575 (2015 - \$60,000) was incurred by year-end of 2016.