

Vanadiumcorp Resource Inc.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED JULY 31, 2017 AND 2016

(Unaudited – Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with 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 condensed consolidated 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 Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Vanadiumcorp Resource Inc.
INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited – Expressed in Canadian Dollars)

	July 31, 2017	October 31, 2016
	\$	\$
ASSETS		
CURRENT ASSETS		
Cash	312,601	148,563
Receivables (Notes 3 and 10)	85,284	104,668
Short-term investments (Note 4)	24,420	28,340
Prepaid expenses	16,553	16,454
TOTAL CURRENT ASSETS	438,858	298,025
INTANGIBLE ASSET (Note 5)	174,644	–
EQUIPMENT (Note 6)	18,326	17,407
EXPLORATION AND EVALUATION ASSETS (Note 7)	3,221,064	3,139,819
TOTAL ASSETS	3,852,892	3,455,251
LIABILITIES		
CURRENT LIABILITIES		
Trade payables and accrued liabilities (Notes 8 and 11)	200,604	207,110
TOTAL CURRENT LIABILITIES	200,604	207,110
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 9)	28,560,454	28,184,197
WARRANTS	2,101,809	1,924,179
SHARE-BASED PAYMENTS RESERVE	8,867,937	8,584,477
SUBSCRIPTIONS RECEIVED (RECEIVABLE) (Note 11)	(5,500)	(5,500)
ACCUMULATED OTHER COMPREHENSIVE LOSS	(6,510)	(4,600)
DEFICIT	(35,865,902)	(35,434,612)
TOTAL SHAREHOLDERS' EQUITY	3,652,288	3,248,141
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	3,852,892	3,455,251

GOING CONCERN (Note 1)

These consolidated financial statements were authorized for issue by the Board of Directors on September 29, 2017. They are signed on behalf of the Company by:

"Adriaan Bakker"

Director

"Stephen W. Pearce"

Director

Vanadiumcorp Resource Inc.
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited – Expressed in Canadian Dollars)

	THREE MONTHS ENDED JULY 31,		NINE MONTHS ENDED JULY 31,	
	2017	2016	2017	2016
	\$	\$	\$	\$
ADMINISTRATIVE EXPENSES				
Consulting	14,971	–	43,752	–
Depreciation	1,425	781	4,055	2,140
Directors fees	6,000	6,000	18,000	18,000
Investor relations	6,570	–	20,632	16,056
Management fees (Note 10)	15,000	15,000	45,000	45,000
Office	9,295	13,799	40,291	28,980
Professional fees	16,590	24,744	57,300	52,001
Rent	6,641	6,485	19,976	14,425
Salaries and wages	34,791	38,740	113,625	129,705
Shareholder communications	1,711	2,000	10,473	8,177
Trade shows	–	1,069	9,632	6,751
Transfer agent and regulatory fees	4,259	4,140	13,571	17,167
Travel and entertainment (recovery)	7,090	7,910	33,988	31,500
	(124,343)	(120,668)	(430,295)	(369,902)
OTHER ITEMS				
Loss on disposal of short-term investments	–	–	(995)	–
	–	–	(995)	–
NET LOSS	(124,343)	(120,668)	(431,290)	(369,902)
OTHER COMPREHENSIVE INCOME (LOSS)				
Unrealized income (loss) on available-for-sale investments	(1,420)	–	(1,910)	–
COMPREHENSIVE LOSS	(125,763)	(120,668)	(433,200)	(369,902)
BASIC AND DILUTED LOSS PER SHARE	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of common shares outstanding	215,682,807	199,940,195	209,901,641	199,940,195

See accompanying notes to these interim consolidated financial statements.

Vanadiumcorp Resource Inc.
INTERIM CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited – Expressed in Canadian Dollars)

	Share Capital			Share-based		Accumulated		Total
	Shares	Amount	Warrants	Payments	Subscriptions	Other	Deficit	Shareholders'
		\$	\$	Reserve	Receivable	Comprehensive		Equity
		\$	\$	\$	\$	Loss	\$	\$
BALANCE, OCTOBER 31, 2015	199,940,195	28,025,371	2,382,442	7,964,527	(5,500)	(48,002)	(34,578,091)	3,740,747
Share subscriptions	–	–	–	–	75,000	–	–	75,000
Reallocation of fair value on expiry of warrants	–	–	(554,424)	554,424	–	–	–	–
Other comprehensive loss	–	–	–	–	–	3,154	–	3,154
Net loss for the period	–	–	–	–	–	–	(369,902)	(369,902)
BALANCE, JULY 31, 2016	199,940,195	28,025,371	1,828,018	8,518,951	69,500	(44,848)	(34,947,993)	3,448,999
BALANCE, OCTOBER 31, 2016	206,670,195	28,184,197	1,924,179	8,584,477	(5,500)	(4,600)	(35,434,612)	3,248,141
Shares and warrants issued for cash	13,418,699	421,476	383,647	–	–	–	–	805,123
Share issuance costs	–	(4,776)	–	–	–	–	–	(4,776)
Exercise of warrants	420,000	47,186	(10,186)	–	–	–	–	37,000
Reallocation of fair value on expiry of warrants	–	–	(283,460)	283,460	–	–	–	–
Warrant modification	–	(87,629)	87,629	–	–	–	–	–
Other comprehensive loss	–	–	–	–	–	(1,910)	–	(1,910)
Net loss for the period	–	–	–	–	–	–	(431,290)	(431,290)
BALANCE, JULY 31, 2017	220,508,894	28,560,454	2,101,809	8,867,937	(5,500)	(6,510)	(35,865,902)	3,652,288

See accompanying notes to these interim consolidated financial statements.

Vanadiumcorp Resource Inc.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited – Expressed in Canadian Dollars)

	THREE MONTHS ENDED JULY 31,		NINE MONTHS ENDED JULY 31,	
	2017	2016	2017	2016
	\$	\$	\$	\$
CASH PROVIDED BY (USED FOR)				
OPERATING ACTIVITIES				
Net loss	(124,343)	(120,668)	(431,290)	(369,902)
Adjustments for non-cash items				
Depreciation	1,425	781	4,055	2,140
Loss on sale of available-for-sale securities	–	–	995	–
Net changes in non-cash operating accounts				
Receivables	(3,956)	(2,261)	19,384	(7,737)
Prepaid expenses	2,698	7,873	(99)	19,982
Trade payables and accrued liabilities	36,503	36,531	(22,735)	63,280
	(87,673)	(77,744)	(429,690)	(292,237)
INVESTING ACTIVITIES				
Purchase of property and equipment	(3,113)	(2,735)	(4,974)	(2,735)
Purchase of intangible assets	(174,644)	–	(174,644)	–
Proceeds from sale of available-for-sale securities	–	–	1,015	–
Exploration and evaluation expenditures, net of recoveries	4,325	(11,601)	(65,015)	(122,541)
	(173,432)	(14,336)	(243,618)	(125,276)
FINANCING ACTIVITIES				
Shares issued and subscribed, net of issuance costs	116,400	75,000	837,346	75,000
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS				
	(144,705)	(17,080)	164,038	(342,513)
CASH AND CASH EQUIVALENTS, beginning of period	457,306	94,050	148,563	419,483
CASH AND CASH EQUIVALENTS, end of period	312,601	76,970	312,601	76,970
NON-CASH INVESTING AND FINANCING ACTIVITIES:				
Exploration and evaluation expenditures (recoveries) included in payables	(56,864)	–	63,019	3,542
SUPPLEMENTAL DISCLOSURES:				
Interest paid	–	–	–	–
Income taxes paid	–	–	–	–

See accompanying notes to these interim consolidated financial statements.

Vanadiumcorp Resource Inc.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NINE MONTHS ENDED JULY 31, 2017 AND 2016
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Vanadiumcorp Resource Inc. (the "Company") was incorporated on October 23, 1980 under the British Columbia Business Corporations Act and is engaged in the acquisition and exploration of mineral properties in Canada.

The Company's registered office is Suite 400 – 1505 West 2nd Avenue, Vancouver, British Columbia, V6H 3Y4.

The Company's mineral property interests have not reached the development stage or commercial production. To continue exploration programs, maintain its mineral property interests and develop future projects beyond the exploration stage, the Company will need additional funding.

These consolidated financial statements have been prepared on the assumption that the Company is a going concern which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred significant losses and accumulated a deficit of \$35,865,902 as at July 31, 2017 (October 31, 2016 - \$35,434,612). The ability of the Company to continue as a going concern is dependent on obtaining the financing necessary to continue operations and, ultimately, on attaining profitable operations. Funding for operations is raised primarily through share offerings. No provision has been made in these consolidated financial statements for any adjustments to the carrying value of exploration and evaluation and other assets should the Company not be able to continue as a going concern.

Although there is no certainty, management is of the opinion that additional funding for future projects and operations can be raised as needed. If the Company is unsuccessful in obtaining adequate financing in the future due to prolonged economic decline, exploration activities will be postponed until market conditions improve. These circumstances and conditions may cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

a) Statement of compliance

These interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") applicable to the preparation of these financial statements.

The interim consolidated financial statements were authorized for issue by the Board of Directors on September 28, 2017.

b) Consolidation

These interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Pro Minerals Ltd., Power Vanadium Corporation, Prosperity Minerals Corporation, and Prestige Mining Corporation, all Canadian companies. All subsidiaries are 100% controlled by the Company. Intercompany transactions and balances have been eliminated upon consolidation.

c) Basis of measurement, estimates, and significant judgments

The interim consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries. In addition, the consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included.

Vanadiumcorp Resource Inc.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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2. BASIS OF PRESENTATION – CONTINUED

c) Basis of measurement, estimates, and significant judgments – continued

These interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the interim consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Elements of these interim consolidated financial statements subject to material estimation uncertainty include:

Fair value measurements

In the preparation of these interim consolidated financial statements, management has estimated the fair value of financial instruments, for which there are no active markets. The fair value estimates are based on the best available information and experience of management. Future events or changes in circumstances may materially impact these estimates used in valuing assets and liabilities at year end.

Valuation of stock options and warrants

In the preparation of these consolidated financial statements, management has estimated the fair value of stock options granted and warrants issued in private placements based on the Black-Scholes option pricing model. Stock-based compensation in respect of stock options granted during the period is a non-cash expense. Option pricing models require the input of highly subjective assumptions including the expected price and volatility of the Company's stock. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company's stock options granted and warrants issued during the year.

Elements of these consolidated financial statements subject to significant judgment include:

Significant judgments about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) going concern assessment;
- ii) consideration of exploration and evaluation asset impairment criteria;
- iii) the useful life and recoverability of property and equipment;
- iv) impairment of investments;
- v) recovery of amounts receivable;
- vi) the fair value model and the inputs used in the valuation of share-based payments; and
- vii) deferred income tax asset valuation allowances.

3. RECEIVABLES

	July 31, 2017	October 31, 2016
Sales tax receivable	\$ 68,925	\$ 93,495
Amounts due from related parties (Note 11)	16,359	11,173
	\$ 85,284	\$ 104,668

Vanadiumcorp Resource Inc.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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(Expressed in Canadian Dollars)

4. SHORT-TERM INVESTMENTS

	July 31, 2017			October 31, 2016		
	Cost \$	Fair Value \$	Cumulative Losses (Unrealized) \$	Cost \$	Fair Value \$	Cumulative Losses (Unrealized) \$
Available-for-sale securities:						
Publicly traded securities	7,930	1,421	(6,509)	9,940	5,340	(4,600)
Investments at fair value through profit or loss:						
Guaranteed investment certificate ("GIC") *	23,000	23,000	—	23,000	23,000	—
Total short-term investments	30,930	24,421	(6,509)	32,940	28,340	(4,600)

* The GIC is pledged as security for a credit card for Company expenditures.

5. INTANGIBLE ASSETS

	Electrochem Technology		Total
Cost			
Balance, November 1, 2015 and 2016	\$	—	\$ —
Additions		174,644	174,644
Balance, July 31, 2017	\$	174,644	\$ 174,644
Accumulated depreciation			
Balance, November 1, 2015 and 2016	\$	—	\$ —
Additions		—	—
Balance, July 31, 2017	\$	—	\$ —
Carrying amounts			
As at October 31, 2016	\$	—	\$ —
As at July 31, 2017	\$	174,644	\$ 174,644

In February 2017, the Company entered into an agreement with Quebec-based industrial company, Electrochem Technologies & Materials Inc. ("Electrochem"), to collaborate on metallurgical and electrochemical technologies to produce vanadium electrolyte ("VE") directly from Vanadiferous Titaniferous Magnetite concentrate. The companies will collaborate to develop and commercialize efficient and environmentally friendly metallurgical and electrochemical processing technologies.

6. PROPERTY AND EQUIPMENT

	Computer equipment \$	Office equipment \$	Website development costs \$	Total \$
Balance, October 31, 2015	8,658	3,080	4,000	15,738
Additions	9,971	—	—	9,971
Balance, October 31, 2016	18,629	3,080	4,000	25,709
Additions	3,563	1,411	—	4,974
Balance, July 31, 2017	22,192	4,491	4,000	30,683

Vanadiumcorp Resource Inc.
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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6. PROPERTY AND EQUIPMENT – CONTINUED

	Computer equipment \$	Office equipment \$	Website developme nt costs \$	Total \$
Cost				
Accumulated depreciation				
Balance, October 31, 2015	2,747	602	1,760	5,109
Depreciation	2,250	495	448	3,193
Balance, October 31, 2016	4,997	1,097	2,208	8,302
Depreciation	3,276	376	403	4,055
Balance, July 31, 2017	8,273	1,473	2,611	12,357
Carrying amounts				
Balance, October 31, 2016	13,632	1,983	1,792	17,407
Balance, July 31, 2017	13,919	3,018	1,389	18,326

7. EXPLORATION AND EVALUATION ASSETS

A summary of changes in the Company's exploration and evaluation assets is as follows:

	Quebec				Total
	Iron-T Project \$	Lac Dore Project \$	Chibougamau Project \$	Other Projects \$	\$
Balance, October 31, 2015	1,903,417	1,130,528	288,865	25,123	3,347,933
Exploration costs	10,670	95,204	–	10,338	116,212
Write-down	–	–	(288,865)	(35,461)	(324,326)
Balance, October 31, 2016	1,914,087	1,225,732	–	–	3,139,819
Exploration costs	–	81,245	–	–	81,245
Balance, July 31, 2017	1,914,087	1,306,977	–	–	3,221,064

The Company's mineral properties have either been ground staked, map staked or acquired through option agreements or purchase agreements.

Quebec Properties

a) Iron-T Vanadium Project

As at July 31, 2017, the property covers approximately 8,515 Hectares ("Ha"), located in Isle Dieu, Lozeau, Comporte and Galinee Townships in the province of Quebec and was acquired through a purchase and sale agreement and through staking.

Pursuant to a purchase and sale agreement dated February 1, 2008, as amended February 24, 2009 and August 21, 2009, wherein the Company acquired 100% interest in 17 mining claims situated in central Quebec west of the mining centre of Matagami, in exchange for \$250,000 (paid) and 900,000 common shares (issued).

The vendors will receive a 3% net smelter return ("NSR") royalty of which the Company may purchase at its discretion, 1½% of the net smelter return royalty for \$500,000. The Company also retains a first right of refusal on the balance of the net smelter return royalty.

On June 27, 2017, the Company entered into a Mineral Property Option Agreement with ALIX Resources Corp. ("Alix") for Alix to joint venture up to a 60% interest in the Iron-T Vanadium Project (the "Property").

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7. EXPLORATION AND EVALUATION ASSETS – CONTINUED

a) Iron-T Vanadium Project – Continued

As consideration for the grant of the option and pursuant to the terms of the Option Agreement, Alix will pay the Company an aggregate stock consideration of 5,000,000 common shares and incur an aggregate of \$2,000,000 of staged expenditures to earn a 60% interest in the Property, as follows:

Date	Aggregate Stock Consideration	Aggregate Work Obligation
On execution of Option Agreement and regulatory approval ("Closing Date")	200,000 common shares (issued subsequent to July 31, 2017)	Nil
On or before June 30, 2018	Nil	\$100,000
On or before 12 months from Closing Date	600,000 common shares	Nil
On or before June 30, 2019	Nil	\$400,000
On or before 24 months from Closing Date	1,200,000 common shares	Nil
On or before June 30, 2020	Nil	\$1,000,000
On or before 36 months from Closing Date	3,000,000 common shares	Nil
On or before June 30, 2021	Nil	\$2,000,000

b) Lac Dore & Lac Dore North Vanadium Projects

As at July 31, 2017, the Lac Dore property covers approximately 672 Ha, and the Lac Dore North property contains a total of 30 mining titles, covering 519 Ha. Both properties are located in Lemoine and Rinfret Townships in the province of Quebec and were acquired through staking.

c) Chibougamau Copper/Gold Assemblage

As at July 31, 2017, the property covered approximately 5,173 Ha in the Chibougamau region in the Province of Quebec acquired through staking, purchase or option agreements. Pursuant to a purchase agreement dated July 8, 2004, wherein the Company acquired eight mining titles, the Company is committed to issue 50,000 shares upon receipt of the first positive geological report (no report to date). These eight claims are subject to a 2% NSR. The Company has the right to reduce this royalty to 1% by paying the vendor \$500,000.

Pursuant to a purchase agreement dated July 8, 2004, wherein the Company acquired twenty-four mining titles, the Company is committed to issue 50,000 shares upon receipt of the first positive geological report (no report to date). These twenty-four mining titles are subject to a 2% NSR. The Company has the right to reduce this royalty to 1% by paying the vendor \$500,000.

Pursuant to a purchase agreement dated August 25, 2004, wherein the Company acquired thirty-five mining titles, the Company is committed to issue 100,000 common shares upon receipt of a second positive geological report (no report to date) and 100,000 common shares upon receipt of a third positive geological report (no report to date). The claims are subject to a 3% NSR. The Company has the right to reduce this royalty by 1% by paying the vendor \$500,000 and an additional 1% by paying \$500,000.

Pursuant to a purchase agreement dated October 12, 2005, wherein the Company acquired four mineral claims, the Company was committed to pay \$2,200 on or before the second anniversary of the TSX-V approval (paid March 2, 2010) and issue 22,500 common shares on or before the second anniversary of TSX-V approval (issued March 2, 2010). These claims are subject to a 2% NSR. The Company has the right to reduce this royalty to 1% by paying the vendor \$110,000.

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7. EXPLORATION AND EVALUATION ASSETS – CONTINUED

c) Chibougamau Copper/Gold Assemblage – Continued

Pursuant to a purchase agreement dated October 12, 2005, wherein the Company acquired five mineral claims, the Company was committed to pay \$2,800 on or before the second anniversary of the TSX-V approval (paid March 2, 2010) and issue 28,000 shares on or before the 2nd anniversary of TSX-V approval (issued March 2, 2010).

These claims are subject to a 2% NSR. The Company has the right to reduce this royalty to 1% by paying the optionor \$110,000.

During the year ended October 31, 2016, the Company wrote off \$288,865 in costs associated with this property, as the Company is moving away from copper/gold projects in order to concentrate on its vanadium interests, but still holds claims to the property.

d) Other properties

During the period ended October 31, 2016, the Company spent \$10,338 (2015 – \$7,845) in exploration costs on the Kickoff and Icon properties, which are located 20 km east and 54 km northeast, respectively, of the Chibougamau region in the Province of Quebec. The Company wrote off the accumulated costs for these properties of \$35,461, as the Company is moving away from copper/gold projects in order to concentrate on its vanadium interests, but still holds claims to the properties.

8. TRADE PAYABLES AND ACCRUED LIABILITIES

	July 31, 2017	October 31, 2016
Trade payables	\$ 138,276	\$ 148,700
Amounts due to related parties (Note 11)	44,645	34,000
Accrued liabilities	17,683	24,410
	\$ 200,604	\$ 207,110

9. SHARE CAPITAL

Authorized share capital consists of an unlimited number of common shares without par value

During the nine months ended July 31, 2017:

On April 18, 2017, the Company completed the first tranche of a private placement of 4,418,699 units at \$0.06 per unit for total proceeds of \$265,122. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase an additional share at \$0.10 per share until April 18, 2019. The Company recorded the relative fair value of the warrants at \$127,512 using the Black-Scholes option pricing model. The fair value of the warrants at the time of issuance was estimated using the following weighted average market assumptions inputs: expected life 2 years; volatility 192%; dividend rate 0%, and risk-free rate 0.69%.

On May 23, 2017, the Company completed the second tranche of a private placement of 9,000,000 units at \$0.06 per unit for total proceeds of \$540,000. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase an additional share at \$0.10 per share until May 23, 2019. The Company recorded the relative fair value of the warrants at \$256,134 using the Black-Scholes option pricing model. The fair value of the warrants at the time of issuance was estimated using the following weighted average market assumptions inputs: expected life 2 years; volatility 185%; dividend rate 0%, and risk-free rate 0.69%.

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9. SHARE CAPITAL – CONTINUED

During the year ended October 31, 2016:

On August 17, 2016, the Company completed a private placement of 6,730,000 units at \$0.05 per unit for total proceeds of \$336,500. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase an additional share at \$0.05 per share until August 17, 2019.

The Company recorded the relative fair value of the warrants at \$161,687 using the Black-Scholes option pricing model. The fair value of the warrants at the time of issuance was estimated using the following weighted average market assumptions inputs: expected life 3 years; volatility 205%; dividend rate 0%, and risk-free rate 0.57%. A director of the Company participated in the private placement by purchasing a total of 300,000 units.

Stock Options

The following table summarizes stock option transactions:

	Number of Options	Weighted Average Exercise Price \$
Outstanding, October 31, 2015 and 2016	15,980,000	0.10
Cancelled	(300,000)	0.10
Outstanding, July 31, 2017	15,680,000	0.10
Exercisable, July 31, 2017	15,680,000	0.10

The following table summarizes the stock options outstanding at July 31, 2017:

Number of Options Outstanding	Ranges of Exercise Price \$	Weighted Average Life to Expiry In Years	Weighted Average Exercise Price \$
15,680,000	0.075 - 0.11	1.13	0.10

No stock options were granted during the nine month period ended July 31, 2017, or during the comparative period ended July 31, 2016.

Share Purchase Warrants

The following table summarizes share purchase warrant transactions:

	Number of Warrants	Weighted Average Exercise Price \$	Weighted Average Remaining Life In Years
Balance, October 31, 2015	72,232,399	0.12	1.35
Issued	6,730,000	0.05	2.04
Expired	(10,109,250)	0.26	
Balance, October 31, 2016	68,853,149	0.09	0.76
Issued	13,418,699	0.10	1.78
Exercised	(420,000)	0.09	
Expired	(7,618,635)	0.15	
Balance, July 31, 2017	74,233,213	0.09	1.10

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9. SHARE CAPITAL – CONTINUED

The following table summarizes the share warrants outstanding and exercisable at July 31, 2017:

Number of Warrants Outstanding and Exercisable	Exercise Price \$	Weighted Average Life to Expiry In Years
8,686,980	0.05	1.80
16,666,665	0.06	1.22
46,922,425	0.10	0.95
1,957,143	0.14	0.52
74,233,213		1.10

- i) On January 25, 2017, the Company received TSX-V approval to amend the terms of 1,957,143 warrants, which were originally issued on February 7, 2013 with an exercise price of \$0.14. The amendment extended the expiry date of the warrants to February 7, 2018 and repriced the warrants to \$0.07 per common share. The fair value of the warrant modification was estimated at \$87,629 using the Black-Scholes option pricing model and the following weighted average market assumptions inputs: expected life 1 years; volatility 179%; dividend rate 0%, and risk-free rate 0.76%.

10. RESERVES

Share-based payment reserves

The share-based payment reserves includes items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

11. RELATED PARTY TRANSACTIONS

Transactions with related parties were at the amounts agreed to by the related parties. Related party transactions not otherwise disclosed in these consolidated financial statements were as follows:

- a) During the nine months ended July 31, 2017, the Company paid a salary of \$90,000 (2016 - \$90,000) to the President of the Company.
- b) During the nine months ended July 31, 2017, the Company incurred management fees of \$45,000 (2016 - \$45,000) to the Chief Financial Officer of the Company.
- c) Included in receivables at July 31, 2017 is \$16,359 (October 31, 2016 - \$11,173) owed from directors and officers.
- d) Included in trade payables and accrued liabilities at July 31, 2017 is \$44,645 (October 31, 2016 – \$34,000) owing to directors and officers.
- e) Included in share subscriptions receivable is \$5,500 (October 31, 2016 - \$5,500) owed from a director and officer.
- f) During the nine months ended July 31, 2017, the Company incurred directors fees of \$18,000 (2016 - \$18,000).

In the normal course of business, the Company advances and/or reimburses directors and officers for expenses incurred on the Company's behalf. Amounts due to and from related parties are non-interest bearing, unsecured and due on demand.

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11. RELATED PARTY TRANSACTIONS – CONTINUED

Key management personnel compensation

Key management includes the Company's executive directors and officers.

	Nine months ended	
	July 31, 2017	July 31, 2016
Short-term employee benefits – management, consulting and exploration and evaluation consulting fees incurred	\$ 153,000	\$ 153,000

12. RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management's approach to mitigating those risks are as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is in its cash and cash equivalents and receivables. Cash and term deposits are held with major brokerage houses and major banks in Canada, which are high credit quality financial institutions as determined by rating agencies. At July 31, 2017, the Company's receivables comprise of \$68,925 (October 31, 2016 - \$93,495) due from government agencies and \$16,359 (October 31, 2016 - \$11,173) due from related parties. Credit risk is determined to be low.

Currency Risk

The Company's functional currency is the Canadian dollar. There is low foreign exchange risk to the Company as the Company primarily operates within Canada.

Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates and its short-term deposits at prescribed market rates. The fair value of the Company's cash and cash equivalents are not significantly affected by changes in short-term interest rates. The income earned from bank accounts and short-term deposits is subject to movements in interest rates.

Liquidity and Funding Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Management maintains sufficient cash and cash equivalents to satisfy short-term liabilities in highly liquid investments.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions.

Market Risk

All available-for-sale securities are subject to price and market volatility. The Company's available-for-sale securities consists of two minority investments of less than 5% of the outstanding shares of publicly traded companies accounted for at fair value (Note 4).

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12. RISK MANAGEMENT – CONTINUED

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

	July 31, 2017	October 31, 2016
Fair value through profit or loss:		
Cash	\$ 312,601	\$ 148,563
Short-term investments	23,000	23,000
Available-for-sale financial assets:		
Short-term investments	1,420	5,340
Loans and receivables:		
Receivables	85,284	104,668
	\$ 422,305	\$ 281,571

Financial liabilities included in the statement of financial position are as follows:

	July 31, 2017	October 31, 2016
Non-derivative financial liabilities:		
Trade payables and other liabilities	\$ 200,604	\$ 207,110

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

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:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at July 31, 2017 and October 31, 2016:

	As at July 31, 2017		
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 312,601	\$ -	\$ -
Short-term investments	24,420	-	-
	\$ 337,021	\$ -	\$ -
	As at October 31, 2016		
	Level 1	Level 2	Level 3
Cash	\$ 148,563	\$ -	\$ -
Short-term investments	28,340	-	-
	\$ 176,903	\$ -	\$ -

13. CAPITAL MANAGEMENT

The Company currently manages its capital structure and makes adjustments to it, based on cash resources expected to be available to the Company, in order to support the planned exploration of mineral property interests. Management has not established a quantitative capital structure, but reviews on a regular basis the capital requirements of the Company relative to the stage of development of the business entity and mineral property interest and market conditions.

13. CAPITAL MANAGEMENT – CONTINUED

The Company currently is dependent on externally provided equity financing to fund its exploration activities. In order to carry out planned exploration and fund administrative costs, the Company will concentrate its capital plans to raise additional amounts as needed through equity placements. Management reviews the capital management approach on an ongoing basis and believes that this approach is reasonable given the current state of financial markets and the exploration industry. In the case of uncertainty over the ability to raise funds in current or future economic conditions, the Company would manage capital by minimizing ongoing expenses.

Other than circumstances arising from the global financial markets, there were no changes in the Company's approach to capital management for the nine months ended July 31, 2017, compared to the year ended October 31, 2016. The Company is not subject to externally imposed capital requirements.

14. CONTINGENCIES

A legal claim against the Company's directors, and numerous other parties, by the former CEO for wrongful dismissal and defamation during the Company's proxy contest in 2013 has been commenced. The action is considered to be without merit and the action is being vigorously defended. The outcome of this legal action is not determinable and an estimate of any contingent loss arising from this action cannot be made.

15. SEGMENTED INFORMATION

The Company operates in one segment – the acquisition, exploration and evaluation of mineral properties. As at July 31, 2017 and October 31, 2016, all the operations and assets were in Canada.

16. SUBSEQUENT EVENT

- a. Subsequent to July 31, 2017, 2,409,904 share purchase warrants were exercised for gross proceeds of \$240,990.