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**Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2018 and 2017
(Expressed in Canadian Dollars)
(Unaudited)**

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NOTICE OF NO AUDITOR REVIEW

The accompanying unaudited condensed consolidated interim financial statements of the Company for the nine months ended September 30, 2018, and comparatives for the nine months ended September 30, 2017, were prepared by management and have not been reviewed or audited by the Company's auditors.

Valterra Resource Corporation

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Comprehensive Loss

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2018	2017	2018	2017
Operating Expenses					
Administration	6	\$ 15,000	\$ 15,000	\$ 45,000	\$ 45,000
Consulting	6	4,628	4,890	21,798	17,031
Exploration and evaluation	5 & 6	16,345	228,797	45,831	294,598
Investor relations	6	11,080	17,518	50,480	86,048
Office and general	6	4,976	5,423	14,568	19,142
Professional fees	6	9,819	18,353	50,341	71,116
Regulatory fees and taxes		18,386	12,824	30,231	23,404
Share-based payments		-	-	-	201,803
Shareholders' communications		-	350	2,797	1,338
Transfer agent		2,731	672	5,788	2,604
Travel		-	-	4,182	-
		82,965	303,827	271,016	762,084
Foreign exchange loss (gain)		865	(34)	1,984	(290)
Reversal of flow-through premium		-	-	-	(728)
		865	(34)	1,984	(1,018)
Net Loss and Comprehensive Loss for the Period		\$ 83,830	\$ 303,793	\$ 273,000	\$ 761,066
Loss per share - basic and diluted		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.01
Weighted average number of common shares outstanding		78,994,966	64,819,341	73,452,302	63,208,772

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

Valterra Resource Corporation

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian Dollars, Unaudited)

As at	Note	September 30 2018	December 31 2017
Assets			
Current			
Cash		\$ 8,305	\$ 8,672
Receivables		2,227	3,244
Prepays		9,738	5,345
		20,270	17,261
Non-current			
Mineral properties	5	557,635	304,183
Reclamation bonds		29,566	12,000
		587,201	316,183
		\$ 607,471	\$ 333,444
Liabilities			
Current			
Accounts payable and accrued liabilities		\$ 462,366	\$ 478,183
Due to related parties	6	306,067	164,473
		768,433	642,656
Deficit			
Share capital	7	13,810,871	13,449,358
Share-based payments reserve		216,004	227,608
Warrant reserve		257,308	201,290
Deficit		(14,445,145)	(14,187,468)
		(160,962)	(309,212)
		\$ 607,471	\$ 333,444

Approved on behalf of the Board

"Lawrence Page"

Lawrence Page, Q.C.
Director

"Edward Odishaw"

Edward Odishaw
Director

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

Valterra Resource Corporation

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Equity (Deficit)

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

	Share Capital		Share-based		Warrant	Deficit	Total
	Number	Amount	Payments	Reserve	Reserve		Equity
	of Shares		Reserve				(Deficit)
Balance as at December 31, 2016	62,390,140	\$ 13,371,398	\$ 225,874	\$ 201,290	\$ (13,552,131)	\$	246,431
Issued							
Mineral property	2,598,680	77,960	-	-	-	-	77,960
Share-based payments	-	-	201,803	-	-	-	201,803
Expiry of options and warrants	-	-	(63,595)	-	63,595	-	-
Net loss	-	-	-	-	(761,066)	-	(761,066)
Balance as at September 30, 2017	64,988,820	\$ 13,449,358	\$ 364,082	\$ 201,290	\$ (14,249,602)	\$	(234,872)
Balance as at December 31, 2017	64,988,820	\$ 13,449,358	\$ 227,608	\$ 201,290	\$ (14,187,468)	\$	(309,212)
Issued							
Private placement	11,203,667	280,092	-	56,018	-	-	336,110
Mineral property	2,955,740	100,451	-	-	-	-	100,451
Share issue costs	-	(19,030)	3,719	-	-	-	(15,311)
Expiry of options and warrants	-	-	(15,323)	-	15,323	-	-
Net loss	-	-	-	-	(273,000)	-	(273,000)
Balance as at September 30, 2018	79,148,227	\$ 13,810,871	\$ 216,004	\$ 257,308	\$ (14,445,145)	\$	(160,962)

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

Valterra Resource Corporation

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

	2018	2017
Operating Activities		
Net loss	\$ (273,000)	\$ (761,066)
Items not involving cash:		
Reversal of flow-through premium	-	(728)
Share-based payments	-	201,803
Unrealized foreign exchange	(34)	-
	(273,034)	(559,991)
Changes in Non-Cash Working Capital		
Receivables	1,017	6,711
Prepays	(4,393)	(4,181)
Accounts payable and accrued liabilities	(15,817)	20,216
Due to related parties	148,726	34,437
	129,533	57,183
Cash Used in Operating Activities	(143,501)	(502,808)
Investing Activities		
Acquisition of mineral property	(155,133)	(26,525)
Reclamation bond	(17,532)	-
Cash Used in Investing Activities	(172,665)	(26,525)
Financing Activities		
Shares issued for cash, net	320,799	-
Related party loan	(5,000)	5,000
Cash Provided by Financing Activities	315,799	5,000
Increase (Decrease) in Cash During the Period	(367)	(524,333)
Cash, Beginning of the Period	8,672	534,194
Cash, End of the Period	\$ 8,305	\$ 9,861

Supplemental cash flow information (Note 8)

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

Valterra Resource Corporation

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

1. Nature of Operations and Going Concern

Valterra Resource Corporation (the "Company") was incorporated in Alberta on September 26, 1996, continued to the Yukon on May 8, 1997 and subsequently to British Columbia on February 22, 2008. The Company's principal business activities include the acquisition, exploration, and development of natural resource properties for enhancement of value and disposition pursuant to sales agreements or development by way of third party option and/or joint venture agreements. The Company's registered office is 1710 - 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2L3.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that any of the Company's current or future exploration programs will result in profitable mining operations. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete their exploration and development, and establish future profitable operations, or realize proceeds from their sale. The carrying value of the Company's mineral properties does not reflect present or future value.

These condensed consolidated interim financial statements were 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. As at September 30, 2018, the Company had a working capital deficit of \$748,163 (December 31, 2017 - \$625,395). The Company incurred a net loss of \$273,000 for the nine months ended September 30, 2018 (2017 - \$761,066) and had an accumulated deficit of \$14,445,145 as at September 30, 2018 (December 31, 2017 - \$14,187,468).

As at September 30, 2018, the Company does not have sufficient capital to meet the requirements for its administrative overhead or maintaining its mineral interests. The Company has relied mainly upon the issuance of share capital to finance its activities. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company will be required to issue share capital to finance future activities through private placements and the exercise of options and warrants. There can be no assurance that such financing will be available to the Company and, therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not include the adjustments to assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of Preparation

These condensed consolidated interim financial statements were prepared in accordance with International Accounting Standard 34: *Interim Financial Reporting* using historical cost, except for cash flow information and financial instruments measured at fair value. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2017.

Valterra Resource Corporation

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

2. Basis of Preparation, continued

The Company's functional and presentation currency is the Canadian dollar. The financial statements of the Company consolidates entities controlled by the Company as follows:

Entity	Country of Incorporation	Principal Activity
Valterra Resource (US) Corporation	USA	Mineral exploration - 100% owned by the Company
Minera Reyterra S.A de C.V.	Mexico	Mineral exploration - 100% owned by the Company

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on November 27, 2018.

3. Summary of Significant Accounting Policies

The same accounting policies are used in the preparation of these condensed consolidated interim financial statements as for the most recent audited annual consolidated financial statements, except for the adoption of IFRS 9, *Financial Instruments* ("IFRS 9") effective January 1, 2018, and reflect all the adjustments necessary for fair presentation in accordance with International Financial Reporting Standards of the results for the interim periods presented.

4. Financial Instruments

Upon adoption of IFRS 9 there were no changes to the measurement of the Company's financial instruments which include: cash and reclamation bonds which are classified as financial assets at amortized cost and accounts payable and accrued liabilities and due to related parties which are classified as financial liabilities at amortized cost. The carrying values of accounts payable and accrued liabilities and due to related parties approximate their fair values due to the short period to maturity. Reclamation bonds are non-interest-bearing, have no maturity date and carrying values approximate fair value.

5. Mineral Properties

Mineral property acquisition costs as at September 30, 2018, were as follows:

	Swift Katie	Weepah	Los Reyes	Total
	\$	\$	\$	\$
Balance as at December 31, 2016	194,197	-	-	194,197
Additions	700	109,286	-	109,986
Balance as at December 31, 2017	194,897	109,286	-	304,183
Additions	59,781	109,554	84,117	253,452
Balance as at September 30, 2018	254,678	218,840	84,117	557,635

Valterra Resource Corporation

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Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

5. Mineral Properties, continued

Swift Katie

Pursuant to an agreement dated July 21, 2006, as amended, a private company controlled by a director of the Company, acquired an option to purchase the property located near Salmo, British Columbia. The option was subsequently assigned to the Company for \$2,500.

The property is subject to a 3% net smelter royalty ("NSR") of which the Company has the option to purchase one-half (1.5%) for \$1,000,000 per 1% and the option to purchase a further one-sixth (0.5%) for an additional \$1,500,000 at any time prior to the commencement of commercial production. Beginning December 31, 2010 and annually thereafter, the Company is required to make an annual advance minimum royalty ("AMR") payment of \$50,000. These payments will be adjusted annually according to the Consumer Price Index base of December 31, 2006 and are deductible from future NSR payments (paid in full to date).

In addition to the NSR and the AMR, if the Company completes a positive feasibility study, the Company will issue 250,000 common shares to the optionors and if the Company achieves commercial production, the Company will issue 500,000 common shares to the optionors.

Weepah

Pursuant to an agreement dated June 23, 2017, the Company has the right to acquire a 100% interest in certain unpatented and patented mining claims in Esmeralda County, Nevada. To acquire the interest, the Company is required to make the following remaining payments:

- US\$100,000 on June 23, 2018 (paid via issuance of 2,655,740 common shares on June 19, 2018 with a fair value of \$0.035 per share);
- US\$200,000 on June 23, 2019;
- US\$200,000 on June 23, 2020; and
- US\$400,000 on June 23, 2021.

The property is subject to NSR royalties totaling 3% of which the Company may reduce to 2% for US\$2,500,000. AMR payments will be due upon the anniversary of the option exercise as follows: US\$25,000 on first, second and third anniversaries, and US\$35,000 on subsequent anniversaries.

Los Reyes

Pursuant to an agreement dated June 11, 2018, the Company has the right to acquire a 100% interest in two claims in Chihuahua, Mexico. To acquire the interest, the Company is required to make the following remaining payments, plus applicable local taxes:

- US\$50,000 on August 11, 2018 (paid);
- US\$50,000 on February 11, 2019;
- US\$50,000 on August 11, 2019;
- US\$100,000 on August 11, 2020;

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Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

5. Mineral Properties, continued

Los Reyes, continued

- US\$200,000 on August 11, 2021;
- US\$300,000 on August 11, 2022; and
- US\$3,250,000 on August 11, 2023.

The property is subject to a 2% royalty payable to a third party.

A finder's fee is also contingently payable upon payment of the above as follows:

- 300,000 common shares upon payment of US\$50,000 due on August 11, 2018 (issued on August 16, 2018 with a fair value of \$0.025 per share);
- 300,000 common shares upon payment of US\$50,000 due on August 11, 2019; and
- 1,200,000 common share purchase warrants exercisable to purchase one common share at an exercise price of \$0.05 per share as:
 - a) 300,000 common share purchase warrants for a period of two years upon payment of US\$100,000 due on August 11, 2020 (issued not exercisable);
 - b) 300,000 common share purchase warrants for a period of two years upon payment of US\$200,000 due on August 11, 2021 (issued not exercisable);
 - c) 300,000 common share purchase warrants for a period of two years upon payment of US\$300,000 due on August 11, 2022 (issued not exercisable); and
 - d) 300,000 common share purchase warrants for a period of two years upon payment of US\$3,250,000 due on August 11, 2023 (issued not exercisable).

Exploration and Evaluation Expenditures

Exploration and evaluation expenditures for the nine months ended September 30, 2018 and 2017, were as follows:

	Swift Katie		Weepah		Los Reyes		Total	
	\$	\$	\$	\$	\$	\$	\$	\$
	2018	2017	2018	2017	2018	2017	2018	2017
Assays and analysis	-	51,715	-	508	-	-	-	52,223
Drilling	-	111,908	-	-	-	-	-	111,908
Equipment rental and field supplies	1,700	9,404	-	-	6,761	-	8,461	9,404
Geological services	255	26,081	1,732	19,821	5,595	-	7,582	45,902
Other	-	8,950	1,090	-	-	-	1,090	8,950
Project supervision	8,815	63,688	53	2,415	3,897	-	12,765	66,103
	10,770	271,746	2,875	22,744	16,253	-	29,898	294,490
General							15,933	108
							45,831	294,598

Valterra Resource Corporation

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

6. Related Party Balances and Transactions

Except as disclosed elsewhere in these condensed consolidated interim financial statements, the Company entered into the following related party transactions:

(a) Fees were charged by a company controlled by a director and officer of the Company as follows:

- \$45,000 (2017 - \$45,000) for office space and administration services;
- \$11,358 (2017 - \$8,031) for consulting services;
- \$24,750 (2017 - \$24,250) for professional services;
- \$26,418 (2017 - \$35,108) for investor relations services;
- \$22,851 (2017 - \$35,615) for geological consulting services; and
- \$2,532 (2017 - \$4,980) for mark-up on out of pocket expenses.

Accounts payable as at September 30, 2018 were \$264,140 (December 31, 2017 - \$113,374).

(b) Fees in the amount of \$16,340 (2017 - \$30,506) were charged by or accrued to a law firm controlled by a director and officer of the Company and included in professional fees, mineral property acquisition or exploration expenditures or share issue costs where applicable. Amounts payable as at September 30, 2018 were \$30,514 (December 31, 2017 - \$33,550).

(c) Fees in the amount of \$9,000 (2017 - \$9,000) were charged by an officer of the Company for consulting services. Amounts payable as at September 30, 2018 were \$11,025 (December 31, 2017 - \$7,350).

(d) Fees in the amount of \$nil (2017 - \$30,750) were charged by a company controlled by a director of the Company for geological consulting services. Amounts payable as at September 30, 2018 were \$nil (December 31, 2017 - \$1,050).

(e) Fees in the amount of US\$1,350 (2017 - US\$1,350) were charged by a director of the Company for geological consulting services. Amounts payable as at September 30, 2018 were \$388 (US\$300) (December 31, 2017 - \$4,149 (US\$3,300)).

(f) Loans totalling \$nil (December 31, 2017 - \$5,000) are payable to a company controlled by a director and officer of the Company with respect to funds advanced.

These transactions were in the normal course of operations and were measured at the fair value of the services rendered. Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment.

The key management personnel of the Company are the directors and officers of the Company. The Company has no long-term employee or post-employment benefits. A summary of compensation awarded to key management, including amounts in (c) and (e) above, was as follows:

Valterra Resource Corporation

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

6. Related Party Balances and Transactions, continued

	2018	2017
Short-term benefits	\$ 10,738	\$ 10,816
Share-based payments	-	115,316
Total	\$ 10,738	\$ 126,132

7. Share Capital

(a) Authorized

Unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

(b) Equity Financings

Nine Months Ended September 30, 2018

On March 28, 2018, the Company closed the first tranche of a non-brokered private placement and issued 7,753,667 units at a price of \$0.03 per unit for gross proceeds of \$232,610. On April 23, 2018, the Company closed the final tranche of this private placement and issued 3,450,000 units at a price of \$0.03 per unit for gross proceeds of \$103,500. Each unit consisted of one common share and one share purchase warrant, with each warrant exercisable to purchase one common share at an exercise price of \$0.05 per share for a period of three years.

On March 28, 2018, the Company issued 29,190 finders' share purchase warrants and on April 23, 2018, the Company issued 140,000 finders' share purchase warrants with each warrant exercisable to purchase one common share at an exercise price of \$0.05 for a period of three years (Note 7(e)).

(c) Stock Options

Stock options outstanding and exercisable as at September 30, 2018 were as follows:

Exercise Price	Expiry Date	Balance December 31, 2017	Cancelled / Expired	Balance September 30, 2018
\$0.17	March 1, 2018	100,000	100,000	-
\$0.05	March 27, 2022	4,200,000	-	4,200,000
		4,300,000	100,000	4,200,000
Weighted average exercise price		\$0.05	\$0.17	\$0.05
Weighted average contractual life remaining (years)		4.14		3.49

Valterra Resource Corporation

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Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

7. Share Capital, continued

(d) Share Purchase Warrants

Share purchase warrants outstanding as at September 30, 2018 were as follows:

Exercise Price	Expiry Date	Balance		Balance September 30, 2018
		December 31, 2017	Issued	
\$0.05	February 20, 2019 (Note 1)	3,105,000	-	3,105,000
\$0.05	June 10, 2019 (Note 2)	1,000,000	-	1,000,000
\$0.10	October 5, 2021	16,584,000	-	16,584,000
\$0.10	October 5, 2021	3,545,000	-	3,545,000
\$0.10	October 5, 2021	120,000	-	120,000
\$0.10	December 29, 2021	2,815,107	-	2,815,107
\$0.10	December 29, 2021	105,600	-	105,600
\$0.05	March 28, 2021	-	7,753,667	7,753,667
\$0.05	March 28, 2021	-	29,190	29,190
\$0.05	April 23, 2021	-	3,450,000	3,450,000
\$0.05	April 23, 2021	-	140,000	140,000
		27,274,707	11,372,857	38,647,564
Weighted average exercise price		\$0.09	\$0.05	\$0.08
Weighted average contractual life remaining (years)		3.41		2.62

(1) Effective January 13, 2017, expiry date extended from February 20, 2017 to February 20, 2019

(2) Effective January 13, 2017, expiry date extended from June 10, 2017 to June 10, 2019

Share purchase warrants issued but not exercisable as at September 30, 2018 were as follows:

Exercise Price	Expiry Date	Balance		Balance September 30, 2018
		December 31, 2017	Issued	
\$0.05	Note 1	-	300,000	300,000
\$0.05	Note 2	-	300,000	300,000
\$0.05	Note 3	-	300,000	300,000
\$0.05	Note 4	-	300,000	300,000
		-	1,200,000	1,200,000
Weighted average exercise price		-	\$0.05	\$0.05
Weighted average contractual life remaining (years)		-		-

(1) Expiry date two years from Los Reyes property payment of US\$100,000 due on August 11, 2020

(2) Expiry date two years from Los Reyes property payment of US\$200,000 due on August 11, 2021

(3) Expiry date two years from Los Reyes property payment of US\$300,000 due on August 11, 2022

(4) Expiry date two years from Los Reyes property payment of US\$3,250,000 due on August 11, 2023

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Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

7. Share Capital, continued

(e) Fair Value Determination

The weighted average fair value of options granted was \$nil (2017 - \$0.05) and finders warrants issued was \$0.02 (2017 - \$nil). Fair values were estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2018	2017
Risk-free interest rate	2.00%	1.09%
Expected share price volatility	183.14%	183.59%
Expected life (years)	3.00	5.00
Expected dividend yield	0.00%	0.00%

The expected volatility assumptions have been developed taking into consideration historical volatility of the Company's share price. The total calculated fair value of share-based payments recognized was as follows:

	2018	2017
Consolidated Statements of Comprehensive Loss		
Directors and officers	\$ -	\$ 115,316
Consultants	-	86,487
	-	201,803
Consolidated Statements of Changes in Equity (Deficit)		
Finders' warrants	3,719	-
Total	\$ 3,719	\$ 201,803

8. Supplemental Cash Flow Information

	2018	2017
Cash comprised of:		
Cash	\$ 8,305	\$ 3,148
Cash reserved for flow-through expenditures	-	6,713
Total Cash	\$ 8,305	\$ 9,861
Cash Items		
Income tax paid	\$ -	\$ -
Interest paid	\$ -	\$ -
Interest received	\$ -	\$ -
Non-Cash Items		
Investing Activities		
Shares issued for mineral property	\$ 100,451	\$ -
Mineral property acquisition in accounts payable	\$ 4,021	\$ 13,485
Mineral property acquisition in due to related parties	\$ 8,032	\$ -

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Notes to the Condensed Consolidated Interim Financial Statements

Nine Months Ended September 30, 2018 and 2017

(Expressed in Canadian Dollars, Unaudited)

9. Segmented Information

The Company has one operating segment, the acquisition and exploration of mineral properties. As at September 30, 2018, the Company's non-current assets were located in Canada (\$266,678), the United States of America (\$236,406) and Mexico (\$84,117).

10. Events after the Reporting Period

Other than the transactions disclosed elsewhere in these condensed consolidated interim financial statements, no other significant events occurred subsequent to September 30, 2018.