

**ROJO  
RESOURCES LTD.**

*(AN EXPLORATION STAGE COMPANY)  
(Expressed in Canadian Dollars)*

**FINANCIAL STATEMENTS**

FOR THE YEARS ENDED

JULY 31, 2017 AND 2016

**INDEPENDENT AUDITOR'S REPORT**

**To the Shareholders of  
Rojo Resources Ltd.**

We have audited the accompanying financial statements of Rojo Resources Ltd., which comprise the statements of financial position as at July 31, 2017 and July 31, 2016, and the statements of loss and comprehensive loss and deficit, statements of changes in equity and statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the financial statements present fairly, in all material respects, the financial position of Rojo Resources Ltd. as at July 31, 2017 and July 31, 2016, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

**Emphasis of Matter**

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of material uncertainties that may cast significant doubt about the company's ability to continue as a going concern.

Burnaby, British Columbia  
November 22, 2017



KANESTER JOHAL LLP  
Chartered Professional Accountants

# ROJO RESOURCES LTD.

(An exploration stage company)

## STATEMENTS OF FINANCIAL POSITION

	Notes	July 31, 2017	July 31, 2016
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 68,668	\$ 111,822
GST receivable		10,406	3,179
Prepaid expenses		26,667	50,000
Deposits	11	-	66,051
Marketable securities		80,750	-
		186,491	231,052
<b>Non-current assets</b>			
Marketable securities		14,250	-
Property and equipment	4	654	904
		14,943	904
<b>TOTAL ASSETS</b>		<b>\$ 201,395</b>	<b>\$ 231,956</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payables and accrued liabilities	9	\$ 39,697	\$ 33,751
Due to related parties		61,900	84,727
<b>TOTAL LIABILITIES</b>		<b>101,597</b>	<b>118,478</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	6	11,307,855	11,058,863
Share-based payment reserve	6	2,849,686	2,852,713
Deficit		(14,057,743)	(13,798,098)
<b>TOTAL EQUITY</b>		<b>99,798</b>	<b>113,478</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 201,395</b>	<b>\$ 231,956</b>

Nature and continuance of operations (Note 1)

Subsequent events (Note 12)

APPROVED ON BEHALF OF THE BOARD:

Director:           "Allen Morishita"           Director:

CEO & Director

          "Patricia Wilson"          

CFO & Director

See accompanying notes to the financial statements

**ROJO RESOURCES LTD.**

(An exploration stage company)

**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS AND DEFICIT**

For The Years Ended July 31, 2017 and 2016

	Notes	Years ended	
		July 31, 2017	July 31, 2016
<b>Expenses</b>			
Advertising		\$ 24,547	\$ 1,314
Amortization		253	175
Consulting fees		7,500	4,013
Interest and bank charges		966	499
Management fees	7	72,000	72,000
Office and miscellaneous		6,993	7,524
Professional fees		114,279	52,712
Shareholder information, transfer agent and filing fee		22,517	18,363
Travel and promotion		106	21,653
		249,161	178,253
<b>Loss before other items</b>		<b>(249,161)</b>	<b>(178,253)</b>
Impairment of exploration and evaluation asset	5	-	(1,796,614)
Write-down of property and equipment	4	-	(3,248)
Interest income		-	-
Write-down of marketable securities		(80,000)	-
Gain on contract assignment	12	69,516	-
<b>Net loss and comprehensive loss for the year</b>		<b>(259,645)</b>	<b>(1,978,115)</b>
Deficit, beginning of the year		(13,798,098)	(11,819,983)
Deficit, end of the year		\$ (14,057,743)	\$ (13,798,098)
<b>Weighted average number of common shares outstanding</b>	<b>6</b>	<b>4,171,900</b>	<b>17,993,170</b>
<b>Loss per share – basic and diluted</b>		<b>\$ (0.06)</b>	<b>\$ (0.11)</b>

See accompanying notes to the financial statements

# ROJO RESOURCES LTD.

(An exploration stage company)

## STATEMENTS OF CHANGES IN EQUITY

	Share capital		Reserves			Total
	Number of shares	Amount	Subscriptions received (receivable)	Share based payment reserve	Deficit	
<b>Balance at August 1, 2016</b>	19,353,060	\$11,058,863	\$ -	\$ 2,852,713	\$ (13,798,098)	\$ 113,478
Add: Net and comprehensive loss	-	-	-	-	(259,645)	(259,603)
Add: Warrants exercised	100,000	13,027	-	(3,027)	-	10,000
Add: Non-brokered private placement at \$0.25	5,000,000	250,000	-	-	-	250,000
Less: Share consolidation (Note 6(b)(i))	(19,562,448)	-	-	-	-	-
Less: Fraction adjustments (Note 6(b)(i))	(526)	-	-	-	-	-
Less: Share issue cost	-	(14,035)	-	-	-	(14,035)
<b>Balance at July 31, 2017</b>	4,890,086	\$11,307,855	\$ -	\$ 2,849,686	\$ (14,057,743)	\$ 99,798

	Share capital		Reserves			Total
	Number of shares	Amount	Subscriptions received (receivable)	Share based payment reserve	Deficit	
<b>Balance at August 1, 2015</b>	17,773,060	\$10,900,863	\$ -	\$ 2,852,713	\$ (11,819,983)	\$ 1,933,593
Add: Net and comprehensive loss	-	-	-	-	(1,978,115)	(1,978,115)
Warrants exercised	1,580,000	158,000	-	-	-	158,000
<b>Balance at July 31, 2016</b>	19,353,060	\$11,058,863	\$ -	\$ 2,852,713	\$ (13,798,098)	\$ 113,478

See accompanying notes to the financial statements

**ROJO RESOURCES LTD.**

(An exploration stage company)

**STATEMENTS OF CASH FLOWS**

For The Years Ended July 31, 2017 and 2016

	Years ended	
	July 31, 2017	July 31, 2016
<b>Operating activities</b>		
Net loss and comprehensive loss for the year	\$ (259,645)	\$ (1,978,115)
Items not affecting cash:		
Amortization	253	175
Impairment of exploration and evaluation asset	-	1,796,614
Write-down of property and equipment	-	3,248
Write-down of marketable securities	80,000	-
Gain on contract assignment	(69,516)	-
	(249,908)	(178,078)
Changes in non-cash working capital items:		
Accounts receivable	(7,227)	9,111
Prepaid expense and advances	23,333	(48,370)
Accounts payables and accrued liabilities	5,944	12,855
Due to related parties	(22,828)	84,727
<b>Net cash flows used in operating activities</b>	<b>(249,686)</b>	<b>(119,755)</b>
<b>Investing activities</b>		
Purchase of property and equipment	-	(828)
Deposit	(39,433)	(66,051)
<b>Net cash flows used in investing activity</b>	<b>(39,433)</b>	<b>(66,879)</b>
<b>Financing activities</b>		
Proceeds on issuance of common shares	260,000	158,000
Share issue costs	(14,035)	-
<b>Net cash flows from financing activities</b>	<b>245,965</b>	<b>158,000</b>
Decrease in cash and cash equivalents	(43,154)	(28,634)
Cash and cash equivalents, beginning of year	111,822	140,456
<b>Cash and cash equivalents, end of year</b>	<b>\$ 68,668</b>	<b>\$ 111,822</b>

See accompanying notes to the financial statements

# ROJO RESOURCES LTD.

*(An exploration stage company)*

## NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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### 1. Nature and continuance of operations

Rojo Resources Ltd. (the "Company") performs mineral exploration activities in Canada and United States. The Company has not generated any revenues from its current operations and is considered to be in the exploration stage. The Company's common shares are traded on the TSX Venture Exchange under the trading symbol RJ and as of October 17, 2011, on the OTC International market under the symbol LKYSD. The Company's head office and principal address is 1746 Macdonald Street, Vancouver, BC, Canada, V6K 3X8.

These financial statements have been prepared on a going concern basis which assumes the Company will continue operations and will be able to realize its assets and discharge its liabilities in the normal course of business. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material. Continued operations of the Company are dependent on the Company's ability to receive continued financial support, complete public financing, or generate profitable earnings in the future. Should the Company be unsuccessful in raising additional finance for ongoing operations, there would be substantial doubt about the ability of the Company to continue as a going concern. As at July 31, 2017 the Company has a working capital of \$84,894 (July 31, 2016: working capital of \$112,574) and has accumulated a deficit of \$14,057,743 (July 31, 2016: \$13,798,098) and continues to incur losses from operations.

The current market conditions and volatility increase the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new and alternative sources of financing but anticipates the current market conditions may impact the ability to source such funds.

### 2. Basis of preparation

#### *Statement of compliance*

The financial statements have been prepared in accordance with International Accounting Standard ("IFRS") issued by the International Accounting Standards Board ("IASB") and International Accounting Standards ("IAS") issued by the International Accounting Standards Board ("IASB").

The financial statements were authorized for issue on November 22, 2017 by the directors of the Company.

#### *Basis of presentations*

These financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting.

The financial statements are presented in Canadian Dollars, which is also the Company's functional currency, unless otherwise indicated.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. Summary of significant accounting policies

##### Significant accounting judgments, estimates and assumptions

###### *Critical Judgments and Sources of Estimation Uncertainty*

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the 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.

###### *Critical Judgments*

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

- (i) The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.
- (ii) Management is required to assess the functional currency of each entity of the Company. The Company determined the Canadian dollar to be its functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions.
- (iii) Management is required to assess impairment in respect of intangible exploration and evaluation assets. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The nature of exploration and evaluation activity is such that only a proportion of projects are ultimately successful and some assets are likely to become impaired in future periods.
- (iv) Although, the Company takes steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.
- (v) The determination of the Company's ability to continue as a going concern.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

##### *Accounting Estimates and Assumptions*

- (i) Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.
- (ii) Management estimates the fair values of share based payment arrangements using the Black - Scholes option pricing model. Details of these can be found in Note 7.

Other significant accounting estimates include valuation of accounts payable and accrued liabilities, useful life of property, plant and equipment and valuation of marketable securities.

##### *Cash and Cash Equivalents*

Cash equivalents consist of highly liquid investments, which are readily convertible into cash with maturities of three months or less when acquired.

##### *Currency Translation*

The Company's presentation currency and the functional currency of all of its operations is the Canadian dollar as this is the principal currency of the economic environment in which it operates.

Transactions in foreign currencies are initially recorded in the Company's functional currency at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the end of each reporting period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value is determined.

All gains and losses on translation of these foreign currency transactions are included in profit or loss.

##### *Marketable Securities*

Marketable securities include investments which are transitional or current in nature, with an original maturity greater than three months and less than one year.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

##### *Property and Equipment*

On initial recognition, property, plant and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provision.

Equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as a separate item (major components) of property, plant and equipment.

Amortization is provided at various rates designed to amortize the assets over their estimated useful lives. The annual amortization rates are as follows:

Office furniture	20%	declining basis
Computers	30%	declining basis

Additions during the year are amortized at one half the annual rate.

##### *Exploration and Evaluation Assets*

###### *Pre-exploration costs*

Pre-exploration costs are expensed in the period in which they are incurred.

###### *Exploration and evaluation expenditures*

Exploration and evaluation costs, including the costs of acquiring claims, are capitalized as exploration and evaluation assets on an area of interest basis pending determination of the technical feasibility and the commercial viability of the project. Capitalized costs include costs directly related to exploration and evaluation activities in the area of interest. General and administrative costs are only allocated to the asset to the extent that those costs can be directly related to operational activities in the relevant area of interest. When a claim is relinquished or a project is abandoned, the related costs are recognized in profit or loss immediately.

Exploration and evaluation assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Ownership in mineral properties involves certain risks due to the difficulties in determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristics of many mining interests. The Company has investigated the ownership of its mineral properties and, to the best of its knowledge, ownership of its interests are in good standing.

##### *Impairment*

##### (i) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. All impairment losses are recognized in profit or loss.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost the reversal is recognized in profit or loss.

##### (ii) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro-rata basis.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

##### *Provisions and Asset Retirement Obligations*

The Company recognizes the fair value of a legal or constructive liability for an asset retirement obligation in the year in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in the statement of comprehensive income/loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. The Company does not have significant asset retirement obligations.

##### *Flow-through shares*

The Company may, from time to time, issue flow-through common shares to finance its resource exploration activities. Canadian income tax law permits the Company to renounce to the flow-through shareholders the income tax attributes of resource exploration costs financed by such shares. Flow-through common shares are recognized in equity based on the quoted price of the existing shares on the date of the issue. The difference between the amounts recognized in common shares and the amount the investor pays for the shares is recognized as flow-through share premium liability which is reversed into earnings as eligible expenditures are incurred. The deferred tax impact is recorded prospectively upon renunciation of the related tax benefits, provided it is expected the Company will incur the required eligible expenditures.

When flow-through expenditures are renounced, a portion of the future income tax assets that were not previously recognized, due to the recording of a valuation allowance, are recognized as a recovery of deferred income taxes in the statements of net and comprehensive income (loss).

##### *Financial instruments - recognition and measurement*

###### Financial assets

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

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss. The Company has classified cash and marketable securities as financial instruments held at fair value with changes in fair value recognized through profit and loss.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

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

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

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash at fair value through profit and loss. The Company's harmonized sales tax/ goods and services tax receivable and short term investment are classified as loans and receivables.

#### Financial liabilities

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

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

*Other financial liabilities:* This category consists of liabilities carried at amortized cost using the effective interest method.

The Company's accounts payable and accrued liabilities and due to related party are classified as other financial liabilities.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

##### *Share-based payment transactions*

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of loss and comprehensive loss and deficit over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied.

The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of loss and comprehensive loss and deficit over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of loss and comprehensive loss and deficit, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

All equity-settled share-based payments are reflected in share-based payment reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

##### *Income taxes*

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, nor differences relating to investments in subsidiaries, and associates to the extent that *they will probably not* reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

##### *Valuation of equity units issued in private placements*

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placements was determined to be the more easily measurable component, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as share-based payment reserve.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

##### *Earnings (loss) per share*

The Company presents basic and diluted earnings/loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method for calculating diluted earnings (loss) per share. Under this method the dilutive effect on earnings per share is calculated on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive. All of the outstanding and exercisable stock options and warrants were excluded for the calculation of diluted loss per share given their anti-dilutive impact on loss per share calculation.

##### *Share issue costs*

Professional, consulting, regulatory and other costs directly attributable to financing transaction are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

##### *Related party transactions*

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

##### *New Standards and amendments issued but not yet adopted*

In 2017, there have been no new amended accounting pronouncements that have had a material impact on the Corporation's consolidated financial statements. The following amendments to standards were adopted during the current year.

*Disclosure Initiative (Amendments to IAS 1)* - On December 18, 2014, the IASB issued *Disclosure Initiative (Amendments to IAS 1)* as part of its major initiative to improve presentation and disclosure in financial reports. The amendments to IAS 1 relate to (i) materiality; (ii) order of the notes; (iii) subtotals; (iv) accounting policies; and (v) disaggregation, and are designed to further encourage companies to apply professional judgment in determining what information to disclose in their financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

*IAS 16 - Property, Plant and Equipment - Clarification of Acceptable Methods of Depreciation and Amortization* (Amendments to IAS 16). The amendments are effective for annual periods beginning on or after January 1, 2016 and clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment.

*IAS 38 - Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization* (Amendments to IAS 38). The amendments are effective for annual periods beginning on or after January 1, 2016 and introduce a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated.

*IFRS 10 - Consolidated Financial Statements and IAS 28 – Investments in Associates and Joint Ventures.*

The amendments to *IFRS 10 "Consolidated Financial Statements"* (IFRS 10) and *IAS 28 "Investments in associates and joint ventures"* (IAS 28) deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognized in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture.

*IFRS 11 - Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations* (Amendments to IFRS 11). The amendments are effective for annual periods beginning on or after January 1, 2016 and has been amended to require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in *IFRS 3 Business Combinations*) to apply all of the business combinations accounting principles in IFRS 3 and other IFRSs, except for those principles that conflict with the guidance in IFRS 11 and disclose the information required by IFRS 3 and other IFRSs 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).

The following new and amended standards are effective for annual periods beginning on or after January 1, 2017 or later, with earlier adoption permitted.

*IFRS 9 - Financial Instruments* was issued by the IASB on July 24, 2014 and will replace *IAS 39, "Financial instruments: recognition and measurement"* (IAS 39). IFRS 9 utilizes a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Final amendments released on July 24, 2014 also introduce a new expected

# ROJO RESOURCES LTD.

(An exploration stage company)

## NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

loss impairment model and limited changes to the classification and measurement requirements for financial assets. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

*IFRS 15 - Revenue from Contracts with Customers.* This standard is effective for annual periods beginning on or after January 1, 2018 and provides a single, principles based five-step model to be applied to all contracts with customers. Guidance is provided on topics such as the point in which revenue is recognized, accounting for variable consideration, costs of fulfilling and obtaining a contract and various related matters. New disclosures about revenue are also introduced.

*IFRS 16 - Leases.* IFRS 16, "Leases" (IFRS 16) was issued by the IASB on January 13, 2016, and will replace IAS 17, "Leases". IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The new standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15 has also been applied.

The Corporation has not early adopted these amendments and standards and is currently assessing the impact they will have on the consolidated financial statements.

### 4. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment	Office equipment	Total equipment
	\$	\$	\$
<b>Cost</b>			
Balance as at July 31, 2015	13,715	682	14,397
Additions during the year	829	-	829
Impairment	(13,715)	-	(13,715)
Balance as at July 31, 2016	828	682	1,510
Additions during the year	-	-	-
Balance as at July 31, 2017	828	682	1,510
<b>Accumulated depreciation</b>			
Balance as at July 31, 2015	10,467	431	10,898
Depreciation for the year	125	50	175
Impairment	(10,467)	-	(10,467)
Balance as at July 31, 2016	125	481	606
Depreciation for the period	211	40	253
Balance as at July 31, 2017	335	521	856
<b>Net book value</b>			
At July 31, 2015	3,248	251	3,499
At July 31, 2016	703	201	904
At July 31, 2017	493	161	654

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

#### 5. EXPLORATION AND EVALUATION ASSETS

During the current year, the Company did not hold any exploration and evaluation assets at anytime throughout the year.

The following is a description of the Company's exploration and evaluation assets and the related spending commitments as at July 31, 2016:

	Western Athabasca Syndicate Property 6 (a)	Total for Year ended July 31, 2016
<b>Property acquisition costs</b>		
Balance, beginning of year	\$ 436,987	\$ 436,987
Additions:		
Impairment	(436,987)	(436,987)
<b>Balance, end of period</b>	<b>-</b>	<b>-</b>
<b>Exploration and evaluation costs</b>		
Balance, beginning of year	1,359,627	1,359,627
Costs incurred during year:		
Impairment	(1,359,627)	(1,359,627)
<b>Balance, end of period</b>	<b>-</b>	<b>-</b>
<b>Balance, July 31, 2016</b>	<b>\$ -</b>	<b>\$ -</b>

#### (a) Western Athabasca Syndicate Property ("Syndicate") – Saskatchewan

In a working agreement dated July 2013, the Company, Skyharbour Resources Ltd. ("Skyharbour"), Athabasca Nuclear Corp. ("Athabasca") and Noka Resources Inc. ("Noka"), agreed to associate for the purpose of conducting a co-ordinated exploration program to be carried out on the mineral properties owned by Skyharbour and Athabasca located in the Athabasca area of the Province of Saskatchewan. The Western Athabasca Syndicate property consists of the following individual option agreements:

##### (i) Skyharbour Property, Athabasca area – Saskatchewan

On April 26, 2013, the Company entered into an option agreement with Skyharbour Resources Ltd. ("SKY") a TSX Venture listed company (TSX-V: SYH) whereby the Company will acquire a 25% interest in the Skyharbour Property consisting of 45 mineral claims covering 161,755 hectares located in the Athabasca area in the province of Saskatchewan.

Total consideration consists of 250,000 shares of the Company (issued), and \$100,000 cash payment upon execution of the agreement (paid). The Company must incur \$500,000 in expenditures on or before May 1, 2014 and an additional \$500,000 on or before May 1, 2015. SKY will act as the operator for all expenditures incurred on the Property.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 5. EXPLORATION AND EVALUATION ASSETS (cont'd)

The property is subject to a 2% net smelter returns royalty agreement between SKY and a third party individual, if the Company acquires a 25% interest in the property it would be liable to pay its proportionate share of the royalty to the 3<sup>rd</sup> party individual.

In the event that the Company does not complete all of the funding requirements for exploration expenditures on the Property to earn its 25% interest in the Property, then the Company may pay SKY an amount equal to such shortfall in expenditures within 30 days after the option deadline. In the event the required payments are not made, then the Option Agreement will terminate.

On July 9, 2013, the Company entered into a working agreement with Skyharbour Resources Ltd, Athabasca Nuclear Corp, and Noka Resources Inc. for the purpose of conducting a co-ordinated exploration program to be carried out on mineral properties owned by Skyharbour and Athabasca located in the Athabasca area in the Province of Saskatchewan. Each Company has the option to acquire a 25% interest in the Skyharbour Property.

In April 2013, the Company paid \$100,000 and issued 250,000 shares with an estimated fair value of \$140,000 in accordance with the agreement.

In April 2015, the Company paid \$104,862 towards a cash call made by the Syndicate.

#### (ii) Athabasca Property, Athabasca area – Saskatchewan

On June 28, 2013, the Company entered into an option agreement with Athabasca Nuclear Corp. ("ANC") a TSX Venture listed company (TSX-V: ASC) whereby the Company will acquire a 25% interest in the Athabasca Property consisting of 36 mineral claims covering 125,375 hectares located in the Athabasca area in the province of Saskatchewan.

Total consideration consists of 121,234 shares of the Company, and \$100,000 cash payment upon execution of the agreement (paid). The Company must incur \$1,000,000 in expenditures on or before June 1, 2015. ANC will act as the operator for all expenditures incurred on the Property.

The property is subject to a 2% net smelter returns royalty agreement between SKY and a third party individual, if the Company acquires a 25% interest in the property it would be liable to pay its proportionate share of the royalty to the 3<sup>rd</sup> party individual.

On July 9, 2013, the Company entered into a working agreement with Skyharbour Resources Ltd, Athabasca Nuclear Corp, and Noka Resources Inc. for the purpose of conducting a co-ordinated exploration program to be carried out on the mineral properties owned by Skyharbour and Athabasca located in the Athabasca area in the Province of Saskatchewan. Each Company has the option to acquire a 25% interest in the Skyharbour Property.

In June 2013, the Company paid \$100,000 in accordance with the agreement and issued 969,869 shares during August 2013.

On August 14, 2015, the management decided not to continue investing in the properties and wrote-off its interest in both accordingly.

# ROJO RESOURCES LTD.

(An exploration stage company)

## NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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### 5. EXPLORATION AND EVALUATION ASSETS (cont'd)

#### Title to exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all its properties are in good standing.

### 6. SHARE CAPITAL

- a) Authorized: Unlimited number of common shares without par value
- b) Share issuance details are as follows:

#### During the year ended July 31, 2017

- i. May 29, 2017 the Company consolidated its shares on basis of 1 new share for 5 old shares for a total of 4,890,612 with a fractional adjustment of 526 resulting in outstanding shares of 4,890,086.
- ii. On August 22, 2016, warrant holders exercised the right to purchase 100,000 shares of the Company at an exercise price of \$0.10 per share pursuant to a cash exercise whereby the Company recorded proceeds of \$10,000.
- iii. On May 02 2017, a total of 5,000,000 units were sold through a non-brokered private placement at a price of \$0.05 for gross proceeds of \$250,000. Each unit consisted of one common share and one full warrant. Each whole warrant will be exercisable to acquire one common share at an exercise price of \$0.10 at any time for a period of one year from the date of issuance. The warrants are exercisable immediately; however, the holder of these common shares must not trade the shares before September 3, 2017 unless permitted under securities legislation. The Company paid \$14,035 cash as finder's fees as well issued 401,000 non-transferable finder's warrants to certain agents with respect to this private placement. The finder's warrants will be exercisable to acquire one common share at an exercise price of \$0.10 at any time for a period of one year from the date of issuance. The warrants are exercisable immediately.

#### During the year ended July 31, 2016

- i. On May 24, 2016, warrant holders exercised the right to purchase 830,000 shares of the Company at an exercise price of \$0.10 per share pursuant to a cash exercise whereby the Company recorded proceeds of \$83,000.
- ii. On June 15, 2016, warrant holders exercised the right to purchase 250,000 shares of the Company at an exercise price of \$0.10 per share pursuant to a cash exercise whereby the Company recorded proceeds of \$25,000.
- iii. On June 15, 2016, warrant holders exercised the right to purchase 250,000 shares of the Company at an exercise price of \$0.10 per share pursuant to a cash exercise whereby the Company recorded proceeds of \$25,000.
- iv. On July 6, 2016, warrant holders exercised the right to purchase 400,000 shares of the Company at an exercise price of \$0.10 per share pursuant to a cash exercise whereby the Company recorded proceeds of \$40,000.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

#### 6. SHARE CAPITAL (Cont'd)

v. On July 7, 2016, warrant holders exercised the right to purchase 100,000 shares of the Company at an exercise price of \$0.10 per share pursuant to a cash exercise whereby the Company recorded proceeds of \$10,000.

c) Stock options outstanding

Under the Company's stock option plan, incentive stock options to purchase shares from the Company are granted by the Company's board of directors to directors, officers, employees and consultants of the Company in accordance with the policies of the TSX Venture Exchange ("TMX"). The maximum number of common shares issuable for all purposes under the Plan cannot exceed 20% of the issued and outstanding common shares of the Company as at the date of shareholder approval. Options granted must be exercised no later than five years from the date of grant or any such lesser period as determined by the Company's board of directors. The exercise price of an option is not less than the closing price on the TMX on the last trading day preceding the grant date or the minimum price as per the TMX. Any Options issued to an investor relation consultant optionee must vest in stages over at least a twelve month period with no more than 25% of such Options vesting in any three month period.

As of July 31, 2017, the following options were outstanding:

Expiry Date	Outstanding	Exercise Price \$
21-Mar-19	12,500	4.40
	12,500	4.40

During the year, the Company did not issue any stock options and no outstanding stock options expired or were forfeited.

As of July 31, 2016, the following options were outstanding:

Expiry Date	Outstanding	Exercise Price \$
21-Aug-16	375	4.40
21-Mar-19	12,500	4.40
	12,875	4.40

A summary of the changes in the Company's stock options is presented below:

	Number of Outstanding options	Weighted Average Exercised Price
Balance – July 31, 2015 – outstanding & exercisable	115,012	4.00
Granted	-	-
Expired	(102,137)	-
Balance – July 31, 2016 – outstanding & exercisable	12,875	4.40
Granted	-	-
Expired	(375)	-
Balance – July 31, 2017 – outstanding & exercisable	12,500	4.40

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

#### 6. SHARE CAPITAL (Cont'd)

d) Share purchase warrants:

##### During the year ended July 31, 2017

On May 3, 2017, the Company granted 5,000,000 warrants and 401,000 finder warrants (pre-consolidated warrants) in connection with a private placement (Note 6(b)(i)). Each broker warrant is exercisable into one common share at \$0.10 for a period of one year. Total number of post consolidation finder warrants is 1,000,000 and 80,200 exercisable at \$0.50 per warrant. The fair value of \$Nil was charged to share issue costs.

##### During the year ended July 31, 2016

No warrants were issued during the year.

The fair value of the options granted was estimated on the date of grant using the Black-Scholes option pricing model with weighted average assumptions for grants as follows:

	31-Jul-2016	31-Jul-2016
Risk free interest rate	0.634%	0.571%
Expected life of options/warrants in years	1 years	1 years
Expected volatility	58.23%	100%
Dividend per share	\$0.00	\$0.00

As of July 31, 2017, the following warrants were outstanding:

Expiry Date	Outstanding	Exercise Price
May-03-18	1,080,200	0.50

As of July 31, 2016, the following warrants were outstanding:

Expiry Date	Outstanding	Exercise Price
Apr-06-17	684,000	0.50
Apr-06-17	96,000	0.50
May-26-17	90,000	0.75
	870,000	0.53

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

#### 6. SHARE CAPITAL (Cont'd)

A summary of the changes in the Company's stock warrants is presented below:

	Number of Outstanding Warrants	Weighted Average Exercised Price
Balance – July 31, 2015	1,770,805	2.15
Granted	-	
Exercised	(316,000)	
Expired	(584,805)	2.15
Balance – July 31, 2016	870,000	0.53
Granted (Note 6(b)(iii))	1,080,200	0.50
Exercised	(20,000)	-
Expired	(850,000)	0.53
Balance – July 31, 2017	1,080,200	0.50

\* If the Company's shares trade at \$2.80 or greater for a period of fifteen consecutive trading days, the Company may, upon notice to the warrant holders, shorten the exercise period to 30 days from the date of notice.

#### 7. RELATED PARTY TRANSACTIONS

The Company's related parties consist of individuals who are executive officers and/or directors of the Company, or directly related to a director of the Company, as follows:

Name	Nature of transaction
Mark Tommasi, Director	Management and consulting fees
Allen Morishita, Chairman, Director	Management and consulting fees
Patricia Wilson, CFO, Director	Management and consulting fees
John Adams, Director	Management and consulting fees

The Company incurred the following fees and expenses in connection with compensation of individuals who are key management and directors. Administration and exploration expenditures were paid to a private company controlled by a common director:

	Year ended July 31, 2017	Year End July 31, 2016
Included in operations		
Consulting fees	\$ 7,500	\$ -
Management fees	72,000	72,000
	\$ 79,500	\$ 72,000

These transactions are in the normal course of operations.

During the current fiscal quarter, the Company owed \$61,900 (2016 - \$84,246) to related parties. These balances due to related parties are unsecured, non-interest bearing and due on demand.

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

#### 8. INCOME TAXES

The income taxes shown in the statements of loss and comprehensive loss and deficit differ from the amounts obtained by applying statutory rates to the loss before income taxes due to the following:

The net loss for accounting purposes differs from the taxable income as follows:

	Year ended July 31, 2017	Year ended July 31, 2016
Loss before income taxes	\$ (259,645)	\$ (1,978,115)
Statutory tax rate	26.00%	26.00%
Expected income tax recovery	\$ (67,497)	\$ (514,310)
Non-deductible differences	11,829	1,042
Other temporary differences	-	-
Share issuance cost	(16,384)	(17,971)
Change in statutory tax rate	-	-
Deferred income tax not recorded	72,052	531,193
Income tax expense	\$ -	\$ -

The significant components of the Company's deferred income tax assets and liabilities as at April 30, 2017 and July 31, 2016 are as follows:

	July 31, 2017	July 31, 2016
Deferred tax asset		
Non-capital losses	\$ 1,520,698	\$ 1,477,865
Property and equipment with tax values in excess of book values	1,188	3,271
Resource property costs with tax values in excess of book values, excluding renounced amounts	829,137	829,137
Share issuance costs	(146,199)	(129,816)
Total deferred income tax asset	2,204,823	2,180,457
Deferred tax liability related to resource expenditures renounced	-	-
Net deferred income tax asset	2,204,823	2,180,457
Valuation allowance	(2,204,823)	(2,180,457)
Deferred income tax asset	\$ -	\$ -

## ROJO RESOURCES LTD.

(An exploration stage company)

### NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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#### 8. INCOME TAXES (cont'd)

As at July 31, 2017, the Company has non-capital losses carry forward for income tax purposes of approximately \$5,848,840, which may be deducted against future years' taxable income at various rates per year and expire at various times, subject to final determination by taxation authorities and expiring as follows:

Expiry	Amount
2026	\$ 87,992
2027	118,565
2028	165,675
2029	144,380
2030	641,764
2031	1,544,363
2032	1,298,873
2033	282,283
2034	719,289
2035	322,145
2036	246,347
2037	277,164
	<u>\$ 5,848,840</u>

The Company also has approximately \$3,188,987 of cumulative Canadian development expenses, cumulative Canadian exploration expenses and cumulative foreign resource expenses available to offset future taxable income. The tax benefit of these expenses carries forward indefinitely.

The realization of income tax benefits related to these future potential tax deductions is uncertain and cannot be viewed as more likely than not. Accordingly, no deferred income tax asset has been recognized for accounting purposes.

#### 9. FINANCIAL INSTRUMENTS

##### *Fair Value Measurement*

Financial instruments measured at fair value are classified using a hierarchy that reflects the significance of the inputs used in making the measurements. The Company classifies its financial instruments based on the fair value hierarchy which has the following levels:

Level 1: Fair value based on quoted market prices (unadjusted) observed on active markets for identical financial instruments.

Level 2: Fair value based on quoted prices for similar financial instruments or based on valuation techniques for which all significant inputs are based on observable market information.

Level 3: Fair value based on valuation techniques for which significant inputs are not based on observable market information.

# ROJO RESOURCES LTD.

(An exploration stage company)

## NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

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### 9. FINANCIAL INSTRUMENTS (cont'd)

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect the estimated fair values.

The fair value of the Company's cash and marketable securities is measured at level 1 of the fair value hierarchy. The carrying value of accounts receivables, deposits, accounts payable and accrued liabilities and flow-through share premium liability approximates their fair value because of their short term nature of if these instruments.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

#### Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations to the Company. The Company is exposed to credit risk represented by carrying value of cash, short-term investments that are held at a large Canadian financial institution in interest bearing accounts and amounts receivable for harmonized sales tax. The financial institution is a major Canadian bank which the Company believes lessens the degree of credit risk. The primary receivables owed to the Company are owed from the Federal Government of Canada as a result of HST refunds. The Company believes it has no significant credit risk.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can do so only at excessive cost. The Company exposure to liquidity is limited to accounts payable and accrued liabilities and amounts due to related party. The Company believes that its exposure to liquidity risk is insignificant as currently the Company has adequate funds available to discharge these liabilities. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions.

#### Liquidity risk (cont'd)

The following are the contractual maturities of financial liabilities as at July 31, 2017:

	Total	Up to 3 Months	3 – 12 Months	Beyond 1 Year
Accounts payable and accrued liabilities	\$39,697	\$39,697		
Due to related parties	\$61,900	\$61,900		

The following are the contractual maturities of financial liabilities as at July 31, 2016:

	Total	Up to 3 Months	3 – 12 Months	Beyond 1 Year
Accounts payable and accrued liabilities	\$33,751	\$33,751		
Due to related parties	\$84,727	\$84,727		

## **ROJO RESOURCES LTD.**

*(An exploration stage company)*

### **NOTES TO THE FINANCIAL STATEMENTS**

For the years ended July 31, 2017 and 2016

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#### **9. FINANCIAL INSTRUMENTS (cont'd)**

##### Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity prices.

##### Interest rate risk

The Company's interest rate risk is limited to the risk that the fair value of future cash flows from a financial instrument will fluctuate as a result of changes in market prices. The Company's financial assets and liabilities are not exposed to significant interest rate risk due to their short-term nature. The Company's investment policy focuses on the preservation of capital and limits investments of excess cash into high grade Canadian debt securities.

##### Currency risk

As at July 31, 2017, all of the Company's cash and cash equivalents were held in Canadian dollars, the Company's functional currency. The Company exposure to fluctuations in foreign currency exchange rates is limited to the deposits held by the Company in a financial institution. As at year-end, the balance outstanding in the deposit account is minimal thereby minimizing the foreign exchange risk for the Company. Currently, the Company is not exposed significant currency risk as the Company is not carrying any financial assets or liabilities denominated in foreign currency.

##### Price risk

The Company is exposed to price risk with respect to commodity prices. The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

#### **10. MANAGEMENT OF CAPITAL**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to fund the exploration and development of its unproven mineral interests and acquisition of other mineral resources, for the benefit of its shareholders.

In order to maintain its capital structure, the Company, is dependent on equity funding and when necessary, raises capital through issuance of equity instruments, primarily comprised of common shares and incentive stock options and warrants. The Company manages its capital structure and makes adjustments to it in the light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

# ROJO RESOURCES LTD.

(An exploration stage company)

## NOTES TO THE FINANCIAL STATEMENTS

For the years ended July 31, 2017 and 2016

### 10. MANAGEMENT OF CAPITAL (cont'd)

The Company's capital consists of cash and shareholders' equity. The Company is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. The Company's overall strategy with respect to management of capital remains unchanged from the year ended July 31, 2017.

### 11. SEGMENTED INFORMATION

The Company is primarily involved in the exploration and development of mineral properties and other investments in Canada and currently is no longer exploring opportunities in any sector outside Canada. During the year, the Company paid a refundable deposit of \$39,433 (\$30,000 USD) (2016 - \$66,051 (\$50,000USD)) to a company operating in the technology sector in Argentina, South America pursuant to an agreement which it's no longer pursuing. The Company assigned its interest to an unrelated party in Canada for a consideration of 500,000 marketable securities of the unrelated party that are held in escrow. All assets and liabilities are currently located in Canada. In prior year, all of Company's assets and liabilities were located in Canada only.

	July 31, 2017		
	Canada		Total
Current Assets	\$ 254,074		\$ 254,074
Property and Equipment	728		728
	<u>\$ 254,802</u>		<u>\$ 254,802</u>

  

	July 31, 2016		
	Canada	Argentina	Total
Current Assets	\$ 165,001	\$ 66,051	\$ 231,052
Property and Equipment	904	-	904
	<u>\$ 165,905</u>	<u>\$ 66,051</u>	<u>\$ 231,956</u>

### 12. Subsequent Events

During the year, the Company signed a letter of intent pursuant to which the Company and NextLeaf Solutions Inc. intended to enter into a proposed transaction to complete a business combination by way of a securities transactions or similar form of transactions. However, subsequent to the year, on September 1, 2017 the proposed transaction has been cancelled at the request of NextLeaf Solutions Inc. The directors of the Company approved the cancellation. The Company did not make any payments to NextLeaf Solutions Inc. and there are no outstanding liabilities to NextLeaf Solutions Inc. or receivable from NextLeaf Solution Inc.