
Brigadier Gold Limited

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2017**

(Expressed in Canadian Dollars)

(UNAUDITED)

Notice to Reader

The accompanying unaudited condensed interim consolidated financial statements of Brigadier Gold Limited (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements as at and for the three and nine months ended September 30, 2017 have not been reviewed by the Company's auditors.

Brigadier Gold Limited

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

As at	September 30, 2017	December 31, 2016
Assets		
Current assets		
Cash	\$ 141,083	\$ 482
Amounts receivable	17,828	-
Prepaid expenses	-	-
Total current assets	158,911	482
Investments	50	50
Total Assets	\$ 158,961	\$ 532
Liabilities and Shareholders' Deficiency		
Current liabilities		
Accounts payable and accrued liabilities	\$ 198,253	\$ 490,979
Total Liabilities	198,253	490,979
Shareholders' Deficiency		
Share capital (note 4(b))	9,777,099	9,069,067
Warrants (note 6)	248,768	-
Contributed surplus (note 5)	4,381,655	4,381,655
Deficit	(14,446,814)	(13,941,169)
	(39,292)	(490,447)
Total Liabilities and Equity (Deficiency)	\$ 158,961	\$ 532

Nature of operations and going concern (note 1)
Contingencies (note 10)
Subsequent events (note 12)

The notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

Brigadier Gold Limited

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
 (Expressed in Canadian Dollars)
 (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Expenses				
Salaries, director fees and benefits (note 7)	\$ 685	\$ 30,000	\$ 60,685	\$ 90,000
Consulting fees	10,000	30,500	16,650	90,000
General and administration	50,781	1,085	310,108	5,273
Professional fees	70,205	-	114,209	1,750
Foreign exchange loss	390	25	3,993	52
Gain on sale of mineral rights	-	-	-	(29,781)
Net loss and comprehensive loss for the period	\$ 132,061	\$ 61,610	\$ 505,645	\$ 157,294
Basic and diluted loss per share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Weighted average number of shares outstanding	12,079,806	2,079,810	7,903,982	2,079,810

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Brigadier Gold Limited

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency
 (Expressed in Canadian Dollars)
 (Unaudited)

	Share Capital		Warrants	Contributed		Total
	Number	Amount		Surplus	Deficit	
Balance, December 31, 2015	2,079,806	\$ 9,069,067	\$ -	\$ 4,381,655	\$ (13,592,546)	\$ (141,824)
Net loss and comprehensive loss for the period	-	-	-	-	(157,294)	(157,294)
Balance, September 30, 2016	2,079,806	\$ 9,069,067	\$ -	\$ 4,381,655	\$ (13,749,840)	\$ (299,118)
Balance, December 31, 2016	2,079,806	\$ 9,069,067	\$ -	\$ 4,381,655	\$ (13,941,169)	\$ (490,447)
Issuance of common shares in private placement (note 4 (b)(i))	10,000,000	1,000,000	-	-	-	11,000,000
Issuance costs (note 4 (b)(i))	-	(43,200)	-	-	-	(43,200)
Fair value of warrants issued in private placement (note 4 (b)(i))	-	(248,768)	248,768	-	-	-
Net loss and comprehensive loss for the period	-	-	-	-	(505,645)	(505,645)
Balance, September 30, 2017	\$ 12,079,806	\$ 9,777,099	\$ 248,768	\$ 4,381,655	\$ (14,446,814)	\$ (39,292)

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Brigadier Gold Limited

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Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Nine Months Ended September 30,	
	2017	2016
Operating Activities		
Net loss for the period	\$ (505,645)	\$ (157,294)
Items not affecting cash:		
Gain on sale of mineral rights	-	(29,781)
Changes in non-cash operating working capital:		
Prepays and sundry receivables	(17,828)	1,250
Accounts payable and accrued liabilities	(292,726)	177,209
Cash (used in) operating activities	(816,199)	(8,616)
Financing Activities		
Proceeds on issuance of shares, net of issuance costs	956,800	-
Proceeds from issuance of demand loans	-	8,268
Cash provided by financing activities	956,800	8,268
Change in cash during the period	140,601	(348)
Cash, beginning of the period	482	860
Cash, end of the period	\$ 141,083	\$ 512

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Brigadier Gold Limited

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements

September 30, 2017

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature of operations and going concern

Brigadier Gold Limited (the "Company") is incorporated under the Business Corporations Act (Ontario) and conducts exploration and development on mining properties in Canada. The address of the Company's registered office is 82 Richmond Street East, Toronto, Ontario, Canada, M5C 1P1. To date the Company has not realized any recoveries from its properties and is considered an exploration and development stage Company.

On March 16, 2017, the Company implemented a 30 for 1 consolidation of its common shares effective March 17, 2017. These consolidated financial statements reflect this consolidation as they relate to common shares outstanding.

These unaudited condensed interim consolidated financial statements, approved by the Board of Directors on November 27, 2017, have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

These unaudited condensed interim consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a "going concern", which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company reported net loss of \$505,645 for the nine months ended September 30, 2017 (nine months ended September 30, 2016 - loss of \$157,294) and had an accumulated deficit of \$14,446,814 at September 30, 2017 (December 31, 2016 - \$14,941,169).

The Company will have to raise additional funds to continue operations. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available on terms acceptable to the Company.

These material uncertainties of successive operating losses, together with the challenges of securing requisite funding may cast significant doubt as to the Company's ability to continue as a going concern. The consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

2. Summary of significant accounting policies

(a) Statement of compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and methods of computation applied by the Company in these unaudited condensed interim consolidated financial statements are the same as those applied in the Company's annual consolidated financial statements for the year ended December 31, 2016. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending December 31, 2017 could result in restatement of these unaudited condensed interim consolidated financial statements.

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Notes to Condensed Interim Consolidated Financial Statements

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2. Summary of significant accounting policies (continued)

(b) New accounting standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year and the corresponding interim reporting period. Furthermore the information on accounting standards effective in future periods and not yet adopted remains unchanged from that disclosed in the annual financial statements.

3. Mineral property interests

Northern Ontario properties, Canada

As at September 30, 2017, the Company has an interest in mining claims in the Larder Lake Mining Division and the Porcupine Mining Division of Northern Ontario.

On December 15, 2015, the Company and Anchor Gold Limited ("Anchor") signed an agreement to purchase from the Company all of its right, title and interest in the mining rights located in Hearst Township, in the Larder Lake Mining Division in the Province of Ontario, defined as 19 patented mining claims and 14 licences of occupation. On February 17, 2016, the transfer was completed.

In consideration of the transfer of all its right, title and interest in the Property Anchor:

(i) Assumed the Company's obligation to make all tax payments, assessments and other charges lawfully levied against the Property, except where any of the same are being contested in good faith and non-payment thereof does not adversely affect the Property as required to maintain the Property in good standing on the date of signing the agreement, and expend monies on further exploration of the Property;

(ii) Issued as fully paid and non-assessable 500,000 common shares of Anchor on the date the Company completed the transfer of the Property to Anchor in registerable form;

(iii) Assumed the obligation to pay \$21,332 to a director and officer and \$8,399 to a director for expenses incurred on behalf of the Company;

(iv) In the event of Commercial Production from Mining Operations on the Property, the Company shall become entitled to a gross smelter return royalty interest of 0.01%;

(v) Paid the costs of preparing and registering any and all conveyances of the Property to Anchor.

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4. Share capital

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

The following is a continuity of shares issued:

	Shares	Amount
Balance, December 31, 2015 and September 30, 2016	2,079,806	\$ 9,069,067
Balance, December 31, 2016	2,079,806	\$ 9,069,067
Issuance of common shares in private placement (i)	10,000,000	1,000,000
Issuance costs (i)	-	(43,200)
Fair value of warrants issued in private placement (i)	-	(248,768)
Balance, September 30, 2017	12,079,806	\$ 9,777,099

(i) On April 24, 2017, the Company completed a non-brokered private placement for the issuance of 10,000,000 units at a price of \$0.10 per unit for gross proceeds of \$1,000,000. Each Unit consists of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one common share at an exercise price of \$0.20 for a period of 12 months from the closing. The grant date fair value assigned to these warrants was \$248,768, estimated using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 0.72% and an expected life of 1 year. The Company incurred issuance costs of \$43,200 of which \$11,232 was allocated to the warrants.

5. Stock options

The number of shares reserved for issuance under the Company's stock option plan is limited to 10% of the number of shares which are issued and outstanding on the date of a particular grant of options. Under the plan, the Board of Directors determines the term of a stock option to a maximum of 10 years, the period of time during which the options may vest, unless otherwise required by applicable securities law, stock exchange and other regulatory requirements, and when they become exercisable, as well as the option exercise price, which shall not be less than the prevailing price permitted by the TSX Venture Exchange. The Directors determine the recipients of, and nature and size of, share-based payment awards in compliance with applicable securities law, stock exchange and other regulatory requirements.

No stock options were outstanding as at September 30, 2017 and December 31, 2016.

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6. Warrants

Warrant transactions are summarized as follows:

	Number of warrants outstanding	Weighted average exercise price (\$)
Balance, December 31, 2015 and September 30, 2016	-	\$ -
Balance, December 31, 2016	-	\$ -
Issued	10,000,000	0.20
Balance, September 30, 2017	10,000,000	\$ 0.20

Warrants outstanding as at September 30, 2017:

Expiry date	Warrants outstanding	Exercise price (\$)	Remaining contractual life (years)	Warrants exercisable
April 24, 2018	10,000,000	0.20	0.56	10,000,000

7. Related party transactions

Related party transactions reflected in these unaudited condensed interim consolidated interim financial statements are as follows:

(i) During the three and nine months ended September 30, 2017, the Company incurred \$nil and \$60,000, respectively, (three and nine months ended September 30, 2016 - \$30,000 and \$90,000, respectively) in salaries, directors fees. As at September 30, 2017, \$152,205 (2016 - \$60,000) is included in accounts payable and accrued liabilities.

(ii) The Chief Financial Officer is an employee of Marrelli Support Services Inc. ("MSSI"), a firm providing accounting services. During the three and nine months ended September 30, 2017, the Company incurred \$5,652 (three and nine months ended September 30, 2016 - \$nil) for accounting services rendered by MSSI. As at September 30, 2017, \$6,386 (2016 - \$nil) is included in accounts payable and accrued liabilities.

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8. Management of capital

The Company considers its capital structure to consist of shareholders' deficiency. The Company's objective in managing capital is to maintain adequate levels of funding to support organizational functions and obtain sufficient funding to further the identification and development of precious metals deposits. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic and economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended September 30, 2017. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

9. Financial instruments and risk management

The carrying values of cash, accounts payable and accrued liabilities are considered representative of their respective fair values due to their short term period to maturity.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the statement of financial position date under its financial instruments is summarized as follows:

Those financial assets that potentially subject the Company to credit risk are its cash. Substantially all of the Company's cash are held with major financial institutions in Canada, and management believes the exposure to credit risk with such institutions is not significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of its mineral property interests. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in note 7, in normal circumstances. Further information regarding liquidity risk is set out in note 1.

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9. Financial instruments and risk management (continued)

Liquidity risk (continued)

- Interest rate risk

The Company has no significant exposure at September 30, 2017 to interest rate risk through its financial instruments.

- Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Commodity price risk is remote since the Company is not a producing entity. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

- Currency risk

The Company's currency risk arises primarily with fluctuations in the United States dollar. The Company has no revenue and any exposure to currency risk is related to expenditures by the Company in the United States.

10. Contingencies

From time to time, the Company may be involved in a variety of claims arising from the ordinary course of business. Regardless of outcome, legal claims can have an adverse impact on the Company because of legal costs, diversion of management resources and other factors.

During the period ended March 31, 2014, the Company settled a dispute with a former consultant. The settlement requires the Company to make monthly payments totaling \$27,000, and was scheduled to be completed on July 14, 2015. As at September 30, 2017, \$nil (2016 - \$13,500) is included in accounts payable and accrued liabilities.

11. Proposed transactions

On May 11, 2017, the Company announced that it had entered into a letter of intent to acquire Keraderm SAS, a Colombian private company in the health care industry. The Company would initially acquire 90% of the shares of Keraderm by issuing CAD\$5,500,000 in common shares of Brigadier to the current shareholders of Keraderm. After having acquired the 90% interest, Brigadier would have the option to acquire the remaining 10% interest by making a cash payment of US\$7,500,000 at any time up until June 30, 2027 to the current shareholders of Keraderm. The completion of the acquisition is subject to the successful completion of due diligence, the negotiation and execution of definitive documentation and the receipt of all required regulatory approvals, including the approval of the TSX Venture Exchange.

12. Subsequent event

On November 17, 2017, the Company announced that the common shares in the capital of the Company would be reinstated for trading on the TSX Venture Exchange at the opening on November 23, 2017.