Grant Thornton

Financial Statements

Lamaune Iron Inc.

(A Development Stage Entity)

December 31, 2016

Contents

Independent Auditor's Report

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To the Shareholders of
Lamaune Iron Inc.

We have audited the accompanying financial statements of Lamaune Iron Inc. ("the Company"), which comprise the statement of financial position as at December 31, 2016 , the statements of loss and comprehensive loss, changes in equity and cash flows for the year ended December 31, 2016 , 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 audit. We conducted our audit 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 the 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 audit is sufficient and appropriate to provide a basis for our audit opinion.

Basis for qualified opinion

The Company is measuring the note payable at its face value as described in note 6 in order to reflect the full liability on the statement of financial position, which constitutes a departure from International Financial Reporting Standards ("IFRS"). In 2014, the note payable was amended and the amendment should have been treated as a debt extinguishment, which would have required the original liability to be extinguished and the new note to be recognized at fair value. This would have resulted in a gain being recognized in 2014 of $3,117,504, which is equal to the difference between the carrying value of the old note and the fair value of the amended note. The fair value of the amended note should have been calculated by estimating the present value of the future cash flows associated with the note, using a discount of 15%. As a result of the departure, 2016 interest expense is understated by $430,958, note payable is overstated by $1,869,863, opening equity is understated by $2,300,822 and income is overstated by $430,958.

Qualified opinion

In our opinion, except for the effects of the matter described in the basis for qualified opinion paragraph, the financial statements present fairly, in all material respects, the financial position of Lamaune Iron Inc. as at December 31, 2016, and its financial performance and its cash flows for the years ended December 31, 2016 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 that the Company has not yet achieved profitable production and has accumulated losses of $7,267,874 at December 31, 2016. This condition, along with other matters as set forth in note 1, indicate the existence of a material uncertainty that may cast substantial doubt about the Company's ability to continue as a going concern.

Grant Thornton LLP

Thunder Bay, Canada
December 14, 2017

Chartered Professional Accountants
Licensed Public Accountants

Lamaune Iron Inc.
(A Development Stage Entity)
Statements of Loss and Comprehensive Loss

Year ended December 31	**2016**	2015
	$	$
Mineral property expenditures *[note 5]*	—	1,758
General and administration	**21,045**	27,337
Professional fees	**7,735**	7,560
Loss from operations	**(28,780)**	(36,655)
Interest income	—	625
Loss and comprehensive loss for year	**(28,780)**	(36,030)

See accompanying notes to the financial statements.

Lamaune Iron Inc.
(A Development Stage Entity)
Statements of Financial Position

As at December 31	**2016**	2015
	$	$
ASSETS		
Current		
Cash and cash equivalents	**38,663**	64,908
HST receivable	**9,454**	7,313
Total assets	**48,117**	72,221
LIABILITIES		
Current		
Accounts payable and accrued liabilities	**18,715**	14,039
Total current liabilities	**18,715**	14,039
Note payable *[notes 6 and 9]*	**6,159,320**	6,159,320
Total liabilities	**6,178,035**	6,173,359
EQUITY		
Share capital *[note 8]*	**1,137,956**	1,137,956
Deficit	**(7,267,874)**	(7,239,094)
Total equity	**(6,129,918)**	(6,101,138)
Total liabilities and equity	**48,117**	72,221

See accompanying notes to the financial statements.

On behalf of the Board:

"Richard Prickett"
Director

"William H. Humphries"
Director

Lamaune Iron Inc.
(A Development Stage Entity)
Statements of Changes in Equity
Year ended December 31, 2016

	# of Shares	Share Capital $	Deficit $	Total Equity $
Balance at December 31, 2014	**64,021,343**	**1,137,956**	**(7,203,064)**	**(6,065,108)**
Loss for year	—	—	**(36,030)**	**(36,030)**
Balance at December 31, 2015	**64,021,343**	**1,137,956**	**(7,239,094)**	**(6,101,138)**
Loss for year	—	—	**(28,780)**	**(28,780)**
Balance at December 31, 2016	**64,021,343**	**1,137,956**	**(7,267,874)**	**(6,129,918)**

See accompanying notes to the financial statements.

Lamaune Iron Inc.
(A Development Stage Entity)
Statement of Cash Flows

Year ended December 31	**2016**	2015
	$	$
OPERATING ACTIVITIES		
Loss for year	**(28,780)**	(36,030)
Change in non-cash operating working capital		
Accounts receivable	—	48,759
HST receivable	**(2,141)**	3,865
Accounts payable and accrued liabilities	**4,676**	(1,196)
Note and accrued interest payable *[note 6]*	—	(40,680)
Cash used in operating activities	**(26,245)**	(25,282)
Decrease in cash and cash equivalents	**(26,245)**	(25,282)
Cash and cash equivalents, beginning of year	**64,908**	90,190
Cash and cash equivalents, end of year	**38,663**	64,908

See accompanying notes to the financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

The Company is engaged in the business of acquisition, evaluation and exploration of mineral properties. Substantially all of the efforts of the Company are devoted to these business activities.

At December 31, 2016, the Company had not yet achieved profitable production and had accumulated losses of $7,267,874 and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company will require additional financing in order to complete its planned work programs on its mineral properties, meet its ongoing level of corporate overhead and discharge its liabilities as they become due. These financial statements have been prepared on a going-concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. These financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities other than in the normal course of business and at amounts which may differ from those shown in the financial statements. Such adjustments could be material.

Management plans to secure the necessary financing through the issue of new equity. Nevertheless, there is no assurance that this initiative will be successful.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance to International Financial Reporting Standards

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

Basis of presentation

The financial statements have been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Income taxes

The tax expense represents the sum of the tax payable and deferred tax. Taxable profit differs from net profit/loss as reported in the statements of loss and comprehensive loss because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. Current tax is calculated using tax rates that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized. Deferred tax is charged or credited in the statements of loss and comprehensive loss, except when it relates to items charged or credited directly to equity in which case the deferred tax is also dealt with in equity.

Financial instruments

Financial assets and financial liabilities are recognized on the statements of financial position when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities (with the exception of the note payable – see note 6) are measured initially at fair value adjusted by transaction costs, and subsequently accounted for at amortized cost, except for financial assets and financial liabilities carried at fair value through profit or loss, which are measured initially at fair value.

Financial assets and financial liabilities are measured subsequently as described below.

Financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- loans and receivables;
- financial assets at fair value through profit or loss;
- held-to-maturity investments;
- available-for-sale financial assets.

The category determines subsequent measurement and whether any resulting income and expense is recognized in profit or loss or in other comprehensive 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 the recoverable amount of a financial asset or a group of financial assets exceeds its carrying amount. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

All income and expenses relating to financial assets that are recognized in profit or loss are presented within “general and administrative costs”, “investment income” or “other income".

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition these are measured at amortized cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents and accounts receivable fall into this category of financial instruments.

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. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets that are either classified as held-for-trading or that meet certain conditions and are designated at fair value through profit or loss upon initial recognition. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. The Company currently does not hold any assets designated into this category.

Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of derivative financial instruments are determined by reference to active market transactions or using a valuation technique where no active market exists.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity other than loans and receivables. Investments are classified as held-to-maturity if the Company has the intention and ability to hold them until maturity. The Company currently does not hold any investments designated into this category.

Held-to-maturity investments are measured subsequently 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, 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 in profit or loss.

Available-for-sale financial assets

Available-for-sale ("AFS") financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. The Company does not hold any available-for-sale financial assets.

All other available-for-sale financial assets are measured at fair value. Gains and losses are recognized in other comprehensive income and reported within the available-for-sale reserve within equity, except for impairment losses and foreign exchange differences on monetary assets, which are recognized in profit or loss. When the asset is disposed of or is determined to be impaired the cumulative gain or loss recognized in other comprehensive income is reclassified from the equity reserve to profit or loss and presented as a reclassification adjustment within other comprehensive income. Interest calculated using the effective interest method and dividends are recognized in profit or loss within “interest income”.

Reversals of impairment losses are recognized in other comprehensive income, except for financial assets that are debt securities which are recognized in profit or loss only if the reversal can be objectively related to an event occurring after the impairment loss was recognized.

Financial liabilities

The Company's financial liabilities include accounts payable and accrued liabilities, and note payable.

Financial liabilities (the exception of the note payable - note 6) are measured subsequently at amortized cost using the effective interest method, except for financial liabilities held-for-trading or designated at fair value through profit or loss, that are carried subsequently at fair value with gains or losses recognized in profit or loss.

The note payable is measured initially and subsequently at its face value as described in note 6.

All derivative financial instruments that are not designated and effective as hedging instruments are accounted for at fair value through profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within “general and administration costs”.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each statement of financial position reporting date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flow of the investment has been impacted. For unlisted shares classified as AFS, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets objective evidence of impairment could include:

• significant financial difficulty of the issuer or counterparty; or
• default of delinquency in interest or principal payments; or
• it is becoming probable that the borrower will enter bankruptcy or financial reorganization.

For certain categories of financial assets, such as amounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectable, it is written-off against the allowance account. Subsequent recoveries of amounts previously written-off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decreases can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. In respect of AFS equity securities, impairment losses previously recognized through profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognized directly in equity.

The Company does not have any derivative financial instruments.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand.

Significant judgements and sources of estimate uncertainty

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Significant estimates:

[i] Deferred taxes

Significant estimates include the provision for income taxes which is included in the statements of loss and comprehensive loss and the composition of deferred income tax assets and liabilities included in the statements of financial position or notes which have not yet been confirmed by the taxation authorities.

Mineral property expenditures

The Company follows the practice of charging to income all costs related to the acquisition of, exploration for and evaluation of mineral claims. Exploration and evaluation costs include the costs of acquiring rights and licences and costs associated with exploration and evaluation activities (e.g. geological and geophysical studies, exploration drilling and sampling).

Interest

Interest income and expenses are reported on an accrual basis using the effective interest method.

Share-based payment transactions

The Company's parent operates equity-settled share-based remuneration plans for the directors, officers, key employees and consultants of the Company. None of these plans feature any options for a cash settlement.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date.

All share-based remuneration is ultimately recognized as an expense in profit or loss with a corresponding credit to "reserves".

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior periods if share options ultimately exercised are different to that estimated on vesting.

Impairment of non-financial assets

At each financial position reporting date the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties. 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. If the recoverable amount of an asset is estimated to be less that its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the year. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Environmental rehabilitation

Provisions for environmental rehabilitation are made in respect of the estimated future costs of closure and restoration and for environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) in the accounting period when the related environmental disturbance occurs. The provision is discounted using a pre-tax, and the unwinding of the discount is included in finance costs. At the time of establishing the provision, a corresponding asset is capitalized and is depreciated over future production from the mining property to which it relates. The provision is reviewed each reporting period for changes in cost estimates, discount rates and operating lives. Changes to estimated future costs are recognized in the statements of financial position by adjusting the rehabilitation asset and liability.

3. RECENT ACCOUNTING PRONOUNCEMENTS

The accounting policies adopted in the preparation of these financial statements have been prepared on the basis of all IFRS and interpretations effective as at December 31, 2016.

The following standards were applied for periods beginning on or after January 1, 2016 and had no effect on the Company's financial performance:

Accounting standards issued and effective January 1, 2016

- Amendment to IFRS 11, Joint Arrangements which requires an acquirer of a joint operation in which the activity constitutes a business to apply all of the business combinations accounting principles and disclosures in IFRS 3 and IFRSs, except for those principles that conflict with the guidance in IFRS 11, to be applied prospectively.
- Amendments to IAS 16, Property, Plant and Equipment and IAS 38, Intangible Assets prohibiting entities from using a revenue-based depreciation method for items of property, plant and equipment as well as intangible assets except in limited circumstances, to be applied prospectively.
- Amendment to IAS 27, Separate Financial Statements to permit investments in subsidiaries, joint ventures and associates to be optionally accounted for using the equity method in separate financial statements.

The additional required disclosures of applying the above standards were incorporated in the notes to these financial statements.

The Company has not applied the following revised or new IFRS that have been issued but were not yet effective at December 31, 2016.

Accounting standards issued and effective January 1, 2017

In May, 2014, IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related interpretations when it becomes effective.

As the Company is presently in the exploration and development stage of operations and currently has no revenue producing properties, the application of IFRS 15 would not have a material impact on the amounts reported and disclosures made in the financial statements. The Company will reassess the application of this standard when circumstances dictate.

Accounting standards issued and effective January 1, 2018

The Company continues to assess the impact that the changes to IFRS 9, Financial Instruments may have on the financial statements. The changes to IFRS 9 introduce new requirements for the classification and measurement, impairment, general hedge accounting and derecognition of financial assets and liabilities.

Accounting standards issued and effective January 1, 2019

The Company is currently assessing the impact that the following changes to accounting standards will have on the financial statements:

- IFRS 16, Leases introduces new requirements for the classification and measurement of leases.

4. INCOME TAXATION

[a] Provision for income taxes

The provision for income taxes differs from the amount that would have resulted by applying Canadian federal and provincial statutory tax rate of approximately 26.5% [2015 – 26.5%] as follows:

	2016	2015
	$	$
Expected income tax recovery calculated using statutory rate	**(7,627)**	(9,550)
Losses not tax-benefitted	**7,627**	9,550
Income tax expense	**—**	—

[b] Deferred tax balances

The tax effects of temporary differences that give rise to deferred income tax assets at the future enacted rate of 26.5% [2015 – 26.5%] are as follows:

	2016	2015
	$	$
Deferred tax assets		
Resource properties	**1,077,000**	1,077,000
Deferred tax assets not recognized	**(1,077,000)**	(1,077,000)
	—	—

5. MINERAL PROPERTY EXPENDITURES

	2016	2015
	$	$
Exploration expenditures	**—**	1,758

[a] Under an asset transfer agreement between the Company and Landore Resources Canada Inc. dated June 10, 2011, the Company acquired an exploration property consisting of 23 staked claims covering approximately 4,096 hectares located in Northwestern Ontario, approximately 235 kilometers northeast of Thunder Bay and 1,035 kilometers northwest of Toronto.

The property is subject to a 2% Net Smelter Royalty ("NSR") due on seventeen claims upon commencement of commercial production. The Company has the right to buy out half of the royalty at any time for $1 million.

[b] On June, 26, 2012, the Company entered into an option agreement with Landore Resources Canada Inc. to acquire 17 active mining claims near Summit Lake, Ontario.

In order to maintain the Working Rights and Option in good standing and to earn a 100% interest in the Property hereinafter provided for, the Company shall be required to complete all of the following:

a) Make a payment of $50,000 to the Optionor on execution of this Agreement (paid);
b) Make a payment of $30,000 to the Optionor on or before June 30, 2013 (paid);
c) Make a payment of $30,000 to the Optionor on or before June 30, 2014;
d) Make a payment of $50,000 to the Optionor on or before June 30, 2015;
e) Incur Exploration Expenditures of at least $1,000,000 on the Property on or before June 30, 2015;
f) Pay all claim maintenance fees, taxes and assessment work relating to the Property which have not already been paid by the Optionor to keep the Property in good standing until December 31, 2015.

[c] On June, 30, 2014, the payments and exploration expenditures were amended as follows:

a) Make a payment of $80,000 to the Optionor on or before June 30, 2019;
b) Incur Exploration Expenditures of at least $1,000,000 on the Property on or before June 30, 2019;
c) Pay all claim maintenance fees, taxes and assessment work relating to the Property which have not already been paid by the Optionor to keep the Property in good standing until December 31, 2019.

6. NOTE AND ACCRUED INTEREST PAYABLE

The note and accrued interest payable relates to the consideration payable to Landore Resources Canada Inc. ("Landore"), a company under common control, for the purchase of the Lamaune mineral property. The note was originally due December 10, 2012, but the parties initially agreed to extend the repayment date to December 10, 2014, by way of a Loan Amendment Agreement dated September 11, 2013. The note incurred interest at 3% per annum and is secured by the Lamaune mineral property ("Original Loan Agreement").

Pursuant to a Loan Amendment Agreement effective April 30, 2014, the Company and Landore amended the terms of the Original Loan Agreement as follows:

[a] The original promissory note dated June 10, 2011, issued by the Company to Landore in the amount of $6,200,000, was amended and Lamaune issued a new promissory note repayable April 30, 2019. In 2015, the carrying value of the note was reduced by intercompany accounts receivable of $40,680. As a result, the note is recorded on the statement of financial position at $6,159,320 as at December 31, 2015.

[b] The Security Agreement issued pursuant to the Original Loan Agreement was unamended;

[c] The total interest accrued and owing by the Company on April 30, 2014 ($537,946) was satisfied by the Company paying $400,000 cash and issuing 1,379,460 common shares of the Company to Landore;

[d] Subsequent to April 30, 2014, the loan does not bear any interest;

[e] Landore will have the right to convert the loan into common shares of the Company at the applicable price per share pursuant to a Going Public Transaction or at a mutually agreeable price per common share in the event of a Joint Venture Transaction; and

[f] In consideration of the amendments provided in the Loan Amendment Agreement, the Company agrees to issue warrants to Landore to purchase common shares of the Company equal to the Black Scholes valuation of the warrants equal to the discount recorded by Landore. No warrants have been issued at year-end.

Management has chosen to measure the note payable such that its carrying value is equal to its face value of $6,159,320 [2015 - $6,159,320] and the interest expense is measured based on the coupon rate on the note of 0% in order to reflect the full liability on the statements of financial position.

7. LEASE COMMITMENT

The Company had no lease commitment as at December 31, 2016.

8. SHARE CAPITAL

		2016	2015
		$	$
Authorized			
Unlimited	common shares		
Issued			
64,021,343	common shares [2015 – 64,021,343 common shares]	**1,137,956**	1,137,956

[a] Authorized

Unlimited number of voting, common shares without nominal or par value.

[b] Common shares issued and outstanding

The following is a summary of the changes in common share capital during the period:

	Number of Shares	Amount
		$
Balance December 31, 2016	**64,021,343**	**1,137,956**

[c] Warrants

The following table reflects the continuity of unit warrants:

Expiry date	Exercise price	2016	2015
	$	$	$
April 30, 2019	0.20	**10,000,000**	10,000,000

9. RELATED PARTY TRANSACTIONS

A note payable and accrued interest is outstanding to Landore Resources Canada Inc., a company under common control, as follows (see note 6):

	2016	2015
	$	$
Note payable	**6,159,320**	6,159,320

10. FINANCIAL INSTRUMENTS/FINANCIAL RISK MANAGEMENT

In the course of its business, the Company is exposed primarily to liquidity risk and capital management risk. As the Company grows, it is expected that capital management risk, foreign exchange risk, credit risk and interest rate risk will also become focuses of the Company's financial risk management policies.

Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders. The Company meets its capital needs by assessing funds from the parent. The Company sets the amount of capital it requires in proportion to risk. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The objectives will be achieved by maintaining and adding value to existing extraction projects and identifying new exploration projects, adding value to these projects and ultimately taking them through to production and cash flow, either with partners or by the Company's own means.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the statements of financial position. Capital for the reporting periods under review is summarized in the statements of changes in equity.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company attempts to accurately forecast the cash flow requirements of its ongoing operations and ensures that it has sufficient funding in place to meet these needs.

The Company currently uses funds from the parent as its main source of funding.

Accounts payable and accrued liabilities are due within the current operating period.

Credit risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right to set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant credit risk and overall the Company credit risk has not changed significantly from the prior year.

Management reviews the Company's accounts receivable on an annual basis to assess whether there are indicators of impairment. No material exposure is considered to exist by virtue of the possible non-performance of the counterparties to cash and accounts receivable.

Foreign currency risk

The Company primarily operates in Canada but receives cash in GBP Sterling. Currently, the Company's net asset position is not significantly impacted by movements in the exchange rate.

As the Company remains in an exploration and evaluation phase entity, it only has small and infrequent foreign currency transaction exposures.

In addition, the market for metals is principally denominated in United States dollars. As the Company has not reached production stage it does not currently engage in active hedging to minimize exchange rate risk, although this will remain under review.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's note payable bears no interest.

Fair values

Other than the Note Payable referenced in note 6, the fair values of the Company's other financial instruments equate their carrying value.

11. SUBSEQUENT EVENT NOTE

Subsequent to year end, the company entered into a debt settlement agreement and release on October 11, 2017 with Landore Resources Canada Inc. The company agreed to issue Landore Resources Canada Inc. a total of 576,192,087 common shares for settlement of the loan indebtedness of $6,159,320.