Sulliden Mining Capital Inc.

(An Exploration Stage Mining Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended

October 31, 2016 and 2015

(expressed in Canadian dollars)

SULLIDEN MINING CAPITAL INC.
Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

As at	Notes		October 31, 2016		July 31, 2016
ASSETS					
Current assets					
Cash and cash equivalents		$	857,617	$	1,317,302
Investments, at fair market value through profit and loss	5		16,132,684		18,008,203
Loans receivable	6		-		359,945
Amounts receivable and other			101,293		221,788
Prepaid expenses			73,289		94,543
Total current assets			17,164,883		20,001,781
Non-current assets					
Investment in associate	7		4,805,985		4,569,754
Exploration and evaluation assets	8		480,398		329,390
TOTAL ASSETS		$	22,451,266	$	24,900,925
LIABILITIES AND EQUITY					
Current liabilities					
Accounts payable and accrued liabilities		$	423,327	$	417,621
Total current liabilities			423,327		417,621
SHAREHOLDERS' EQUITY					
Share capital			26,540,163		26,540,163
Share purchase warrant reserve	9		468,081		468,081
Share-based payment reserve	10		674,692		570,408
Accumulated other comprehensive income			4,038		47,615
Accumulated deficit			(5,659,035)		(3,142,963)
Total shareholders' equity			22,027,939		24,483,304
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$	22,451,266	$	24,900,925

Commitments and contingencies (Note 16)
Subsequent events (Note 18)

Approved by the Board of Directors:

Signed “Pierre Pettigrew”, Director

Signed “Justin Reid”, Director

The accompanying notes are an integral part of these financial statements.

SULLIDEN MINING CAPITAL INC.

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

(Expressed in Canadian dollars)

		For the three months ended October 31, 2016	2015
Expenses	Note		
Share-based payments	10	$ 132,808	$ 123,842
Professional, consulting and management fees	11	595,749	1,195,414
General and administrative expenses	12	183,873	187,388
		912,430	1,506,644
Other (income)/expenses			
Interest income	6	(14,483)	(60,073)
Loan arrangement fees earned	6	(5,000)	(25,123)
Foreign exchange (gain)/loss		(4,768)	21,588
Loss from investment in associate	7	119,078	121,112
Realized gain on sale of investments	5	(952,880)	(9,535)
Unrealized loss/(gain) on investments	5	2,461,695	(1,464,945)
Net loss for the period		(2,516,072)	(89,668)
Other comprehensive gain/(loss):			
Items that will be reclassified subsequently to profit or loss:			
Foreign currency translation - associate	7	(43,577)	(231,487)
Net comprehensive loss for the period		$ (2,559,649)	$ (321,155)
Net loss per share			
Basic and diluted		$ (0.07)	$ (0.00)
Weighted average common shares outstanding			
Basic and diluted		36,862,851	36,862,851

The accompanying notes are an integral part of these financial statements.

SULLIDEN MINING CAPITAL INC.
Condensed Interim Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Note	For the three months ended October 31, 2016	2015
CASH FLOWS FROM:			
Operating activities			
Net loss for the period		$ (2,516,072)	$ (89,668)
Items not involving cash			
Share-based payments	10	132,808	123,842
Loss from investment in associate	7	119,078	121,112
Realized gain on sale of investments	5	(952,880)	(9,535)
Unrealized loss/(gain) on investment	5	2,461,695	(1,464,945)
Interest and arrangement fees earned		(19,177)	(61,874)
Foreign exchange loss		(6,107)	11,899
		(780,655)	(1,369,169)
Net change in non-cash working capital items:			
Amounts receivable and prepaid expenses		141,749	(18,436)
Accounts payable and accrued liabilities		(58,008)	481,148
		83,741	462,712
Cash flows used in operating activities		(696,914)	(906,457)
Financing activities			
Cash flows from financing activities		-	-
Investing activities			
Sale of fixed-income investments		-	3,723,962
Purchase of investments		(2,101,455)	(2,035,552)
Proceeds from sale of investments	5	2,075,380	361,165
Loans issued	6	(200,000)	(1,161,375)
Loans repayment	6	506,000	-
Interest and arrangement fees received	6	73,122	132,593
Exploration and evaluation assets		(151,008)	(630)
Change in exploration and evaluation payables		35,190	-
Cash flows from investing activities		237,229	1,020,163
Net change in cash and cash equivalents		(459,685)	113,706
Cash and cash equivalents, beginning of the perid		1,317,302	505,452
Cash and cash equivalents, end of the period		$ 857,617	$ 619,158
CASH AND CASH EQUIVALENTS CONSIST OF:			
Cash		$ 807,617	$ 569,158
Cash equivalents		50,000	50,000
		$ 857,617	$ 619,158

The accompanying notes are an integral part of these financial statements.

SULLIDEN MINING CAPITAL INC.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Note	Number of Shares	Share Capital	Share purchase warrant reserve	Share-based payment reserve	Accumulated other comprehensive loss	Deficit	Total Shareholders' equity
Balance as at July 31, 2016		36,862,851	$ 26,540,163	$ 468,081	$ 570,408	$ 47,615	$ (3,142,963)	$ 24,483,304
Share-based compensation	10	-	-	-	104,284	-	-	104,284
Other comprehensive loss - associate	7	-	-	-		(43,577)	-	(43,577)
Net income for the period		-	-	-		-	(2,516,072)	(2,516,072)
Balance as at October 31, 2016		**36,862,851**	**$ 26,540,163**	**$ 468,081**	**$ 674,692**	**$ 4,038**	**$ (5,659,035)**	**$ 22,027,939**
Balance as at July 31, 2015		36,862,851	$ 26,540,163	$ 468,081	$ (159,172)	$ (96,756)	$ (5,193,049)	$ 21,559,267
Share-based compensation		-	-	-	96,452	-	-	96,452
Other comprehensive loss - associate	7	-	-	-	-	(231,487)	-	(231,487)
Net loss for the period		-	-	-	-	-	(89,668)	(89,668)
Balance as at October 31, 2015		**36,862,851**	**$ 26,540,163**	**$ 468,081**	**$ (62,720)**	**$ (328,243)**	**$ (5,282,717)**	**$ 21,334,564**

1. NATURE OF OPERATIONS

Sulliden Mining Capital Inc. ("SMC" or the "Company") was incorporated under the *Business Corporations Act* (Ontario) on June 10, 2014 and was a wholly-owned subsidiary of Sulliden Gold Corporation Ltd. ("Sulliden"). Pursuant to an arrangement between Rio Alto Mining Limited and Sulliden, whereby Rio Alto acquired the shares of Sulliden, shareholders of Sulliden received 0.10 of a common share of the Company. The Company assumed Sulliden's interests in the East Sullivan property in Quebec and was capitalized with $24.76 million in cash.

The head office of the Company is located at 65 Queen Street West, Suite 800, Toronto, Ontario, M5H 2M5 and the registered office of the Company is located at the same address. The Company's shares are listed on the Toronto Stock Exchange ("TSX") under the symbol "SMC".

In May 2016, Sulliden Moçambique, Lda, was incorporated in Mozambique, and became a 100% owned subsidiary of the Company. There is currently no activity in this subsidiary. The registered office of this subsidiary is located at Rua Damião de Góis, Numero 371, Maputo Cidade, Moçambique.

In June 2016, a numbered company, 2507868 Ontario Inc., was incorporated under the *Business Corporations Act* (Ontario) and became a 100% owned subsidiary of the Company. This subsidiary's registered office is located at 65 Queen Street West, Suite 800, Toronto, Ontario, M5H 2M5.

2. BASIS OF PRESENTATION

The condensed interim financial statements of the Company have been prepared by management in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*, effective for the Company's reporting for the period ended October 31, 2016. The condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended July 31, 2016, which have been prepared in accordance with IFRS as issued by the IASB.

These financial statements were approved and authorized for issuance by the Board of Directors of the Company on December 9, 2016.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies as set out in Note 3 of the Company's annual financial statements for the year ended July 31, 2016 have been consistently applied to all the periods presented unless otherwise noted.

New and future accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. 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. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company is considering the potential impact of the adoption of IFRS 9.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

IFRS 15 - Revenue from Contracts with Customers ("IFRS 15") addresses how and when entities recognize revenue, as well as requires more detailed and relevant disclosures. IFRS 15 supersedes IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programs, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC-31 Revenue - Barter Transactions Involving Advertising Services. The Section provides a single, principles based five-step model to be applied to all contracts with customers, with certain exceptions. The standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The Company intends to adopt the new Standard on its effective date and is currently considering the potential impact on its financial reporting.

IFRS 16, *Leases* (‘IFRS 16”) replaces IAS 17, *Leases* (“IAS 17”). The new model requires the recognition of almost all lease contracts on a lessee’s statement of financial position as a lease liability reflecting future lease payments and a ‘right-of-use asset’ with exceptions for certain short-term leases and leases of low-value assets. In addition, the lease payments are required to be presented on the statement of cash flow within operating and financing activities for the interest and principal portions, respectively. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted if IFRS 15, Revenue from Contracts with Customers, is also applied. The Company is evaluating the impact of the adoption of IFRS 16 and at this time the Company does not anticipate a material impact to the financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires the Company’s management to make judgments, estimates and assumptions about future events that affect the amounts reported in these condensed interim financial statements and related notes to the financial statements. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results may differ from those estimates. The areas which require management to make significant judgments, estimates and assumptions in determining carrying values are described in Note 4 of the Company’s audited annual consolidated financial statements for the year ended July 31, 2016. Changes to these judgements, estimates and assumptions are presented below.

- Investment in Aguia Resources Ltd. (“Aguia”) – On April 7, 2015, the Company’s President and CEO, Mr. Justin Reid, was appointed to the Board of Directors of Aguia as Managing Director. As a result, management re-assessed the level of influence that the Company has with respect to Aguia and determined that the Company has significant influence despite owning 16.28% of the outstanding common shares of Aguia at October 31, 2016. In January 2016, the Company’s President, Mr. Paul Pint, was also appointed a director and Chairman of the board of Aguia. On this basis, the investment, which had been accounted for as Fair Value Through Profit and Loss (“FVTPL”) on the statement of financial position prior to April 7, 2015, is now considered an associate and is accounted for using the equity method. In addition, management determined the value of its 1% net smelter return royalty (“NSR”) on the Rio Grande project held by Aguia is $nil based on the uncertainty due to the early stage of the project. The Company reviews the carrying value of the investment whenever events or changes in circumstances indicate that impairment may be present. Estimates are made and assumptions are used in this review, and these are subject to various risks and uncertainties which may ultimately have an effect on the expected recoverability of the carrying value of this investment.

(Expressed in Canadian dollars unless otherwise noted)

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

- Assets and disposal groups held for sale -- As security for default on the loan with APIO Africa Ltd ("APIO"), in June 2016, the Company received 8,169 shares of APIO's subsidiary, Daos International Ltd. ("Daos"), a Mauritius company. As a result, the Company owned an 82% interest in Daos. The Company appointed three members to the board of Daos in June 2016 and controls the board of Daos. In October 2016, Daos issued additional shares to the Company in compensation for costs incurred by the Company related to Daos and the APIO loan. As a result, as at October 31, 2016, the Company owns 98% of the issued and outstanding shares of Daos. The Company has initiated a sale process to sell the assets of Daos in order to recoup the defaulted loan. The Company has assessed the situation at October 31, 2016 and concluded that the investment in Daos can continue to be accounted for as a disposal group held for sale in accordance with IFRS 5, Non-current Assets Held For Sale and Discontinued Operations. As a result, assets and liabilities related to Daos are presented separately on the statements of financial position. The Company has valued the assets at $nil and has concluded that there is no constructive obligation on the part of the Company with respect to the Daos liabilities. Estimates are made, assumptions are used and management judgement is exercised in this assessment. These are subject to various risks and uncertainties which may ultimately have an effect on the expected recovery of these assets.

5. INVESTMENTS

As at October 31, 2016, the Company carried investments in certain public resource and other sector companies. These securities are classified as fair value through profit or loss ("FVTPL"). As of October 31, 2016, these securities have an estimated fair value of $16,132,684 (July 31, 2016: $18,008,203) (see Note 15).

Public Issuer	Note	Security description		Cost		Estimated Fair value
Current assets						
Belo Sun Mining Corporation*		6,067,422 common shares	$	1,346,486	$	5,885,399
Aberdeen International Inc.*	i	3,951,000 common shares		607,550		572,895
		4,790,000 warrants		221,436		217,466
Kombat Copper Inc.*	ii	9,008,000 common shares		517,096		360,320
		8,625,000 warrants		220,688		119,538
Euro Sun Mining (formerly Carpathian Gold Inc.)*	iii	4,032,425 common shares		3,453,131		3,629,183
		1,966,213 warrants		1,655,949		1,097,736
Others				5,451,054		4,250,147
			$	13,473,390	$	16,132,684

* Investments in related party entities –see Note 15.

i. During the year ended July 31, 2015, the Company acquired units of Aberdeen International Inc. Each unit is comprised of one common share and one share purchase warrant, with each warrant entitling the Company to acquire one common share at a price of $0.30 until November 24, 2019. The grant date fair value of the warrants was estimated to be $221,436 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 47%; risk-free interest rate of 1.52% and an expected average life of five years. The warrants were revalued at October 31, 2016 at an estimated value of $217,466 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 76%; risk-free interest rate of 0.56% and an expected average life of 3.0 years.

5. INVESTMENTS (continued)

ii. During the year ended July 31, 2015, the Company acquired 4,000,000 units of Kombat Copper Inc. ("Kombat"), where each unit is comprised of one common share and one share purchase warrant, with each warrant entitling the Company to acquire one common share at a price of $0.10 until February 17, 2017. The grant date fair value of the warrants was estimated to be $60,000 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 112%; risk-free interest rate of 0.46% and an expected average life of two years. The warrants were revalued at October 31, 2016 at an estimated value of $1,600 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 93%; risk-free interest rate of 0.47% and an expected average life of 0.3 years.

In May 2016, the Company sold 4,000,000 common shares of Kombat, and subsequently acquired 4,625,000 units of Kombat. Each unit is comprised of one common share and one share purchase warrant, with each warrant entitling the Company to acquire one common share at a price of $0.13 until May 17, 2019. The grant date fair value of the warrants was estimated to be $160,688 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 159%; risk-free interest rate of 0.60% and an expected average life of three years. The warrants were revalued at October 31, 2016 at an estimated value of $117,938 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 155%; risk-free interest rate of 0.56% and an expected average life of 2.5 years.

The Company has continued to acquire shares of Kombat from the market such that the Company is carrying 9,008,000 shares at October 31, 2016.

iii. In May 2016, the Company acquired 3,932,425 units of Euro Sun. Each unit is comprised of one common share and one-half of a common share purchase warrant, with each whole warrant entitling the Company to acquire one common share at a price of $2.18 until May 19, 2018. The grant date fair value of the warrants was estimated to be $1,655,949 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 382%; risk-free interest rate of 0.62% and an expected average life of two years. The warrants were revalued at October 31, 2016 at an estimated value of $1,097,736 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 183%; risk-free interest rate of 0.55% and an expected average life of 1.6 years. The Company acquired an additional 100,000 shares of Euro Sun from the market during the three months ended October 31, 2016.

The Company sold investments for gross proceeds of $2,091,368, incurring commissions of $15,988 and realizing a gain on sale of investments of $952,880 for the three months ended October 31, 2016. For the three months ended October 31, 2015, the Company sold investments for gross proceeds of $365,552, incurring commissions of $4,387. As a result, the Company recognized a gain on sale of investments of $9,535 for the three months ended October 31, 2015. As a result of the fair value adjustment to the investments held by the Company at October 31, 2016, an unrealized loss of $2,461,695 was recognized for the three months ended October 31, 2016 (October 31, 2015: a gain of $1,464,945).

6. LOANS RECEIVABLE

a) The Company's loan receivable with QMX Gold Corporation ("QMX") was due and outstanding at July 31, 2016 and had a carrying value of $353,945 at July 31, 2016, which included $300,000 as loaned funds, $50,000 as an arrangement fee due and $3,945 in interest accrued to July 31, 2016. Interest of 12% and default interest of an additional 5% was charged during the three months ended October 31, 2016. The loan including default interest was repaid on October 25, 2016. Interest and default interest of $14,177 was earned for the three months ended October 31, 2016 on this loan.

(Expressed in Canadian dollars unless otherwise noted)

6. LOANS RECEIVABLE (continued)

b) On October 18, 2016, the Company entered into an agreement with Genesis Casinos Ltd. ("Casino"), where Casino borrowed $200,000. The Company charged $5,000 as an arrangement fee for this loan. The loan was repaid in full by October 24, 2016.

c) The Company had an amount outstanding from Emerita Resources Corp. ("Emerita") at July 31, 2016 of $6,000. This was repaid during the three months ended October 31, 2016.

d) APIO defaulted on a loan in May 2016 and consequently the Company impaired the balance of the loan during the year ended July 31, 2016. An amount of US$1,750,000 ($2,195,900) was in default. This loan was secured by the assets of APIO. The Company exercised its security by taking shares of Daos. Daos owns a 75% interest in Vaninga Investments Ltd. which owns a data centre. The Company is actively pursuing potential buyers for the data centre and plans to realize on the sale of the asset within one year. The Company has accounted for the shares of Daos as a disposal group held for sale. The assets were estimated to have a fair value less costs to sell of $nil. It is estimated that existing liabilities in Daos may offset potential proceeds from a sale. The Company has estimated a fair value of $nil for the liabilities associated with this disposal group as, in accordance with Mauritius local laws, the Company, as a shareholder, is not liable for the obligations of Daos.

During the comparative period ended October 31, 2015, the Company entered into the first tranche of a secured loan agreement with APIO, loaning US$850,000 ($1,111,375). Interest of US$62,500 ($82,916) and an arrangement fee of US$37,500 ($49,676) were charged by the Company on this loan and paid in advance. The fair value of this loan at October 31, 2015 was $1,040,657. Interest of $36,751 and loan arrangement fees of $25,123 was recognized for the three months ended October 31, 2015.

e) Also during the comparative period ended October 31, 2015, the Company entered into a loan agreement with Emerita providing a loan of $50,000 with a maturity date of November 20, 2015.

7. INVESTMENT IN ASSOCIATE

As at October 31, 2016, the Company owns 73,545,126 shares of Aguia, representing a 16.28% interest in Aguia. The Company's interest in Aguia dropped as a result of an Aguia financing in October 2016 which diluted the Company's position. Aguia is incorporated in Australia and listed on the ASX. Aguia's primary focus is on the exploration and development of large scale phosphate and potash projects in Brazil. The Company also acquired a 1% NSR on the Rio Grande project held by Aguia. Aguia has the option to buy-back the NSR royalty for AUD$1,000,000 at any time up to November 2017.

On April 7, 2015, the Company's President and CEO, Mr. Justin Reid, was appointed as Executive Chairman of the Board of Aguia. On this date, management re-assessed the level of influence that the Company has with respect to Aguia and determined that the Company has significant influence. On this basis, the investment is considered an associate and is accounted for using the equity method.

July 31, 2016	$	4,569,754
Acquisition of 8,602,270 shares at cost		926,505
Sale of 6,221,071 shares at cost		(529,195)
Proportionate share of net loss		(119,078)
Proportionate share of other comprehensive loss		(42,001)
October 31, 2016	$	4,805,985
Fair market value of 73,545,126 shares at October 31, 2016	$	7,504,545

The Company is not exposed to any additional losses beyond its initial investment amount. No dividends or cash distributions were received by the Company from the associate during the period.

7. INVESTMENT IN ASSOCIATE (continued)

The Company recorded an equity loss of $119,078 for the three months ended October 31, 2016 (October 31, 2015: $121,112) which represents the proportionate share of Aguia's net loss through the three months ended September 30, 2016. Aguia has a June fiscal year end and it is impractical to prepare financial statements to October 31, 2016 as Aguia is a listed entity. It is expected that the difference in reporting dates is immaterial.

The following is a summary of the consolidated financial information of Aguia on a 100% basis as at and for the year ended June 30, 2016, which is the most recent publicly available information for Aguia. These amounts are presented in Canadian dollars.

	Twelve months ended June 30, 2016	Twelve months ended June 30, 2015
Cash	$ 2,805,040	$ 682,079
Total current assets	2,965,924	804,129
Total non-current assets	21,071,447	20,285,435
Total current liabilities	755,541	1,863,349
Total non-current liabilities	-	-
Net loss	(5,670,586)	(10,503,070)
Proportionate share of net loss adjusted for impairment	(863,390)	(159,868)
Other comprehensive income/(loss)	577,383	(1,782,550)
Proportionate share of other comprehensive loss	144,201	(96,756)
Total comprehensive loss	(5,093,203)	(12,285,621)
Proportionate share of total comprehensive loss	(719,189)	(256,624)

8. EXPLORATION AND EVALUATION ASSETS

	East Sullivan project	Troilus project	TOTAL
Balance as at July 31, 2016	$ 140,492	$ 188,898	$ 329,390
Capitalized expenditures for the period	-	121,428	121,428
Property acquisition and maintenance costs	601	28,979	29,580
Balance as at October 31, 2016	$ 141,093	$ 339,305	$ 480,398

The East Sullivan property consists of 13 staked claim units referred to as the East Sullivan Property near Val D'Or Quebec. All claims are contiguous and 100% owned by the Company. The Company is maintaining these claims in good standing.

On May 2, 2016, the Company entered into an option agreement with First Quantum Minerals Ltd. ("First Quantum") to acquire the past-producing Troilus Mine, located in the Abitibi mining region of Quebec. Pursuant to the agreement, the Company will hold a two-year option to purchase a 100% interest in the Troilus Mine. To exercise the option, a minimum of $1,000,000 must be spent on engineering and technical studies to evaluate the economic viability of the project. Upon signing, an initial cash payment of $100,000 was made to First Quantum. An additional cash payment of $100,000 will be required to be made May 2, 2017 and a final cash payment of $100,000 will be made on the date of exercise of the option. Additionally, a variable Net Smelter Royalty of 1.5% or 2.5% depending on the gold price being more or less than US$1,250/ounce during the reference period will be granted to First Quantum.

(Expressed in Canadian dollars unless otherwise noted)

9. SHARE PURCHASE WARRANT RESERVE

	Number of Warrants #	Weighted Average Exercise Price	Value $
Balance as at July 31, 2016 and October 31, 2016	2,499,979	$0.50	468,081

These outstanding warrants expire on November 24, 2019.

10. SHARE-BASED PAYMENT RESERVE

		Share Purchase Options		**Restricted Share Units**		**Total Reserve**
Balance as at July 31, 2016	$	612,163	$	(41,755)	$	570,408
Share-based payments allocated to:						
Expenses		-		104,284		104,284
Balance as at October 31, 2016	$	612,163	$	62,529	$	674,692

The share-based payments recorded on the condensed interim consolidated statements of operations and comprehensive loss for the three months ended October 31, 2016 and 2015 are presented in detail below.

Share-based payments	**Three months ended October 31,**			
		2016		**2015**
Share purchase options	$	-	$	-
Restricted share units		104,284		96,452
Deferred share units		28,524		27,390
	$	132,808	$	123,842

No stock options were granted during the three months ended October 31, 2016 and 2015.

Share purchase options

The change in share purchase options during the period presented was as follows:

	Number of options	Weighted average exercise price		Value
Balance as at July 31 and October 31, 2016	3,180,305	$0.37	$	612,163

(Expressed in Canadian dollars unless otherwise noted)

10. SHARE-BASED PAYMENT RESERVE (continued)

The following table summarizes information on share purchase options outstanding as at October 31, 2016:

Exercise Price	Expiry Date	Number Outstanding	Number Exercisable	Weighted Average Remaining Contractual Life
$0.58	January 11, 2017	376,900	376,900	0.20
$0.54	September 14, 2017	2,000	2,000	0.87
$0.34	December 14, 2017	164,805	164,805	1.12
$0.36	February 5, 2018	100,000	100,000	1.27
$0.36	February 8, 2018	5,000	5,000	1.27
$0.39	September 12, 2018	235,600	235,600	1.87
$0.46	September 17, 2019	1,001,000	1,001,000	2.88
$0.25	March 30, 2020	50,000	50,000	3.41
$0.24	January 5, 2021	200,000	200,000	4.18
$0.25	February 1, 2021	1,045,000	1,045,000	4.26
	Total	3,180,305	3,180,305	2.88

Restricted Share Unit and Deferred Share Unit Incentive Plans

On September 17, 2014, the Company adopted a Restricted Share Unit (“RSU”) Incentive Plan and a Deferred Share Unit (“DSU”) Incentive Plan.

On September 17, 2014, the Company granted and issued an aggregate of 3,000,000 RSUs to officers and employees of the Company. Each RSU entitles an officer or an employee of the Company to receive one common share of the Company to be purchased in the secondary market by an independent trustee upon the vesting of such RSU, subject to acceleration upon a change of control of the Company. The 3,000,000 RSUs vest in three equal tranches, on each of January 1, 2015, January 1, 2016 and January 1, 2017. The fair value of the RSUs was been determined to be $0.55 per unit on the date of grant.

On January 5, 2016, the Company granted and issued an aggregate of 500,000 RSUs to an officer of the Company. Each RSU entitles an officer or an employee of the Company to receive one common share of the Company to be purchased in the secondary market by an independent trustee upon the vesting of such RSU, subject to acceleration upon a change of control of the Company. The 500,000 RSUs vest in three equal tranches, on each of January 5, 2017, January 5, 2018 and January 5, 2019. The fair value of these RSUs was determined to be $0.26 per unit on the date of grant.

On January 13, 2016, the Company granted and issued an aggregate of 875,000 RSUs to officers and employees of the Company. Each RSU entitles an officer or an employee of the Company to receive one common share of the Company to be purchased in the secondary market by an independent trustee upon the vesting of such RSU, subject to acceleration upon a change of control of the Company. The 875,000 RSUs vest in three equal tranches, on each of February 1, 2016, February 1, 2017 and February 1, 2018. The fair value of these RSUs was determined to be $0.23 per unit on the date of grant.

The Company granted DSUs to the Company’s independent directors. Each DSU entitles the holder to receive a cash payment equal to the market price of one common share of the Company. The DSUs vest based on the pro-rata number of days each independent director remains a director of the Company until January 1, 2017 for 600,000 DSUs that are currently issued and until March 30, 2018 for 300,000 DSUs that are currently issued, except in the event of an earlier change of control, in which case, the DSUs will vest fully upon such change of control.

(Expressed in Canadian dollars unless otherwise noted)

10. SHARE-BASED PAYMENT RESERVE (continued)

During the three months ended October 31, 2016, 694,303 DSUs related to current directors have vested and entitle the holders, upon ceasing to hold office, to receive a cash payment of $274,250 equal to an average market price of $0.395 for each DSU. This amount is recorded as a liability on the condensed interim consolidated statements of financial position.

Details of RSUs and DSUs granted and outstanding are summarized in the table below and reflect the number of RSUs and DSUs that may vest based on conditions existing as at October 31, 2016:

	RSU		DSU		
	Non-vested	Vested	Non-vested	Forfeited	Vested
Balance as at July 31, 2016	2,083,334	2,291,666	315,575	218,002	616,423
Activity during the period:					
RSUs vesting from previous grant	-	-	-	-	-
DSUs vesting from previous grant	-	-	(77,880)	-	77,880
Balance as at October 31, 2016	2,083,334	2,291,666	237,695	218,002	694,303

Upon vesting, the Company is obligated to deliver to the holders of the RSUs 1,000,000 common shares of the Company on January 1, 2017; 166,667 common shares of the Company on each of January 5, 2017, January 5, 2018 and January 5, 2019; and 291,667 common shares of the Company on each of February 1, 2017 and February 1, 2018.

For the three months ended October 31, 2016, share-based compensation expense of $104,284 was recognized for the RSUs (October 31, 2015: $96,452) and $28,524 was recognized for the DSU incentive plan (October 31, 2015: $27,390).

11. PROFESSIONAL, CONSULTING AND MANAGEMENT FEES

	Three months ended October 31, 2016	Three months ended October 31, 2015
Salaries and benefits	$ 417,686	$ 862,231
Directors fees	18,750	93,750
Consulting fees	129,271	210,183
Legal and audit fees	112,167	29,250
	$ 677,874	$ 1,195,414

12. GENERAL AND ADMINISTRATIVE EXPENSES

	Three months ended October 31, 2016	Three months ended October 31, 2015
General and office	$ 84,101	$ 41,103
Shareholder communication	62,400	40,299
Travel and accommodation	37,372	105,986
	$ 183,873	$ 187,388

(Expressed in Canadian dollars unless otherwise noted)

13. CAPITAL MANAGEMENT

The Company considers its capital structure to consist of share capital, warrants and share purchase options. The Company manages its capital structure and makes adjustments based on the funds available to support the acquisition, exploration and development of its mineral properties. The board of directors has not established quantitative return on capital criteria for management and relies on the expertise of management and the board of directors to sustain future development of the business.

The management and board of directors of the Company review its capital management approach on an ongoing basis and believe it reflects a reasonable approach given the relative size of the Company's assets. The Company and its subsidiaries are not subject to externally imposed capital requirements.

14. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities at October 31, 2016 were as follows:

	Assets at fair value through profit or loss	Loans and receivables	Other financial liabilities	Total
As at October 31, 2016				
Cash and cash equivalents	$ 857,617	$	$ -	$ 857,617
Investments	16,132,684	-	-	16,132,684
Amounts receivable and other	-	101,293	-	101,293
Accounts payable and accrued liabilities	-	-	423,327	423,327

Fair value hierarchy

The three levels of the fair value hierarchy with respect to required disclosures about the inputs to fair value measurements are:

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

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy as at October 31, 2016.

	Level 1	Level 2	Level 3	TOTAL
As at October 31, 2016				
Cash and cash equivalents	$ -	$ 857,617	$ -	$ 857,617
Investments	13,879,166	2,253,518	-	16,132,684

The carrying value of cash and cash equivalents, amounts receivable and other, and accounts payable and accrued liabilities reflected in the condensed interim statement of financial position approximate fair value because of the relatively short-term maturities.

Interest rate risk

Loans receivable bear interest at fixed rates. All other financial assets are non-interest bearing. A 1% increase in interest rates, based on the balance of cash, cash equivalents and fixed income investments at October 31, 2016, would result in an increase in annual interest income of approximately $8,500. All liabilities as at October 31, 2016 are non-interest bearing.

14. FINANCIAL INSTRUMENTS (continued)

Foreign currency risk

The Company operates in Canada and its functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company has acquired some investments, including its investment in an associate, which are denominated in foreign currency. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents, loans receivable and amounts receivable. The Company has no significant concentration of credit risk arising from operations.

Cash and cash equivalents of cash and GICs held in financial institutions from which management believes the risk of loss to be remote. Financial instruments included in amounts receivable consist primarily of goods and services tax and harmonized sales tax due from the Federal Government of Canada.

Liquidity risk

As at October 31, 2016, the Company had net working capital of $16,741,556, which included cash and cash equivalents of $857,617, investments of $16,132,684, and amounts receivable and prepaid expenses of $174,582, offset by current liabilities of $423,327. The Company expects to rely on its existing net working capital to finance its ongoing planned activities.

Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, investment decisions by large holders of commodities including governmental reserves and stability of exchange rates can all cause significant fluctuations in commodities prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

Securities price risk

The Company carries investments in certain public securities for which price fluctuations can affect the Company's earnings. The Company classifies these investments as held-for-trading where price volatility is reflected in earnings.

(Expressed in Canadian dollars unless otherwise noted)

15. RELATED PARTY DISCLOSURES

The Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

Related party balances

The Company shares office space, resources and certain services with other corporations that may have common directors and/or officers. The costs associated with these services, including the provision of office equipment and supplies, and certain other services, are administered by 2227929 Ontario Inc. to whom the Company pays a monthly flat fee. For the three months ended October 31, 2016, the Company was charged $90,000 for these services. As well, the Company was charged an additional $16,532 by 2227929 Ontario Inc. for other shared services.

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel were as follows:

	Three months ended October 31, 2016	Three months ended October 31, 2015
Management salaries and fees	$ 319,071	$ 957,500
Directors fees	18,750	93,750
Share-based payments	57,983	166,099
	$ 395,804	$ 1,217,349

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the Board of Directors of the Company having regard to the performance of individuals and market trends.

As at October 31, 2016, the Company holds investments in certain public resource and other sector companies that are related party entities, related by virtue of the relationship with common directors and officers.

Public Issuer		Security description	Cost	Estimated Fair value
Belo Sun Mining Corporation	i	6,067,422 common shares	$ 1,346,486	$ 5,885,399
Aberdeen International Inc.	ii	3,951,000 common shares and 4,790,000 warrants	828,986	790,361
Kombat Copper Inc.	iii	9,008,000 common shares and 8,625,000 warrants	737,784	479,858
Euro Sun Mining (formerly Carpathian Gold Inc.)	iv	4,032,425 common shares, 1,966,213 warrants	5,109,080	4,726,919
			$ 8,022,336	$ 11,882,537

i. The Company's executive director and senior vice president, Peter Tagliamonte, serves as director and president and CEO of this company; the Company's executive chairman, Stan Bharti, serves as director of this company.
ii. The Company's executive chairman, Stan Bharti, serves as director of this company and interim CEO.
iii. The Company's CEO, Justin Reid, serves as chairman of the board of this company.
iv. The Company's executive director and senior vice president, Peter Tagliamonte, serves as director of this company; the Company's executive chairman, Stan Bharti, serves as director of this company. The Company's CEO, Justin Reid, serves as director of this company.

Public Issuer	Security description	Cost	Carrying value
Aguia Resources Ltd.	73,545,126 common shares	$ 6,180,753	$ 4,805,985

The Company's investment in associate, Aguia, is a related party by virtue of common directors, Mr. Justin Reid and Mr. Paul Pint.

(Expressed in Canadian dollars unless otherwise noted)

16. COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts. These contracts contain minimum commitments of approximately $1,300,000 (as at July 31, 2015 - $1,300,000) and additional contingent payments of approximately $7,170,000 (as at July 31, 2015 - $7,170,000) upon the occurrence of a change of control. As the likelihood of a change of control is not determinable, the contingent payments have not been reflected in these annual financial statements.

The Company is currently involved in a litigation proceeding with APIO whereby APIO is challenging the Company's actions with respect to the transfer of the DAOS shares. APIO is seeking monetary compensation. A reliable estimate of the amount of the claim cannot be made at this time given the early stages of the claim. The probability of the outcome is also uncertain. The Company is vigilantly defending its actions with respect to these claims.

17. INCOME TAX

a) Provision for income taxes

Major items causing the Company's income tax rate to differ from the federal statutory rate of 26.5% (2015: 26.5%) were as follows:

	For the three months ended October 31, 2016	2015
Loss before income taxes	$ (2,598,197)	$ (89,668)
Statutory rate	26.50%	26.50%
Expected income tax recovery	(688,522)	(23,762)
Adjustments to expected income tax recovery:		
Share-based payments	35,194	32,818
Non-deductible expenses/(recovery)	558,147	(355,983)
Benefit of tax losses not recognized	95,181	346,927
Deferred income tax	$ -	$ -

b) Deferred income tax balances

Deferred income tax assets have not been recognized in respect of the following temporary differences:

	For the three months ended October 31, 2016	2015
Deferred income tax assets and (liabilities):		
Capital and non-capital tax losses carried forward	1,307,009	831,913
Share issue costs	146	199
Investments	(170,200)	(7,749)
Others	1,444,910	1,139,500
Net deferred income tax assets and (liabilities)	2,581,865	1,963,863
Unrecognized deferred tax assets	(2,581,865)	(1,963,863)
Deferred income tax asset (liability)	$ -	$ -

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

18. SUBSEQUENT EVENTS

Subsequent to the end of the period, the Company sold investments for net proceeds of $526,997, realizing gains of approximately $397,000.