



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended January 31, 2018 and 2017
(Expressed in Canadian dollars)

Q3 Fiscal 2018



CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited)

Expressed in Canadian dollars

As at	January 31, 2018	April 30, 2017
ASSETS		
Current		
Cash and cash equivalents	\$ 1,705,000	\$ 4,737,796
Receivables	26,629	28,544
Prepaid expenses	11,142	7,858
Total current assets	1,742,771	4,774,198
Equipment	79,779	104,166
Exploration and evaluation assets (Note 3)	37,198,783	38,531,074
TOTAL ASSETS	\$ 39,021,333	\$ 43,409,438
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 411,329	\$ 402,197
Gold Streaming Arrangement (Note 5)	1,357,632	1,536,073
TOTAL LIABILITIES	1,768,961	1,938,270
Shareholders' equity		
Share capital (Note 4)	39,886,352	39,848,458
Reserves - share based (Note 4)	7,085,199	6,921,899
Cumulative translation adjustment	4,069,412	7,941,948
Deficit	(13,788,591)	(13,241,137)
Total shareholders' equity	37,252,372	41,471,168
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 39,021,333	\$ 43,409,438

Nature of Operations and Going Concern (Note 1)

Commitments (Note 7)

On behalf of the Board:

"Kim Evans"

Director

"Abraham Jonker"

Director

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



CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS

(Unaudited)

Expressed in Canadian dollars

	Three months ended		Nine months ended	
	January 31, 2018	January 31, 2017	January 31, 2018	January 31, 2017
OPERATING EXPENSES				
Wages and benefits	\$ 68,726	\$ 68,625	\$ 203,206	\$ 203,000
Share-based compensation (Note 4(d))	-	-	88,900	900,500
Office and miscellaneous	29,125	28,290	87,321	84,577
Professional fees	31,951	23,051	75,672	52,486
Regulatory and listing fees	5,008	1,706	18,936	7,572
Travel and promotion	22,619	19,295	57,042	51,224
Depreciation	2,090	816	7,225	2,449
Foreign exchange loss	17,544	19,148	30,869	19,058
OPERATING LOSS	(177,063)	(160,931)	(569,171)	(1,320,866)
OTHER INCOME				
Interest income	5,460	-	21,717	-
LOSS FOR THE PERIOD	\$ (171,603)	\$ (160,931)	\$ (547,454)	\$ (1,320,866)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
Weighted average number of common shares outstanding	192,103,920	169,211,729	192,049,158	164,753,136

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



CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

Expressed in Canadian dollars

	Three months ended		Nine months ended	
	January 31, 2018	January 31, 2017	January 31, 2018	January 31, 2017
Loss for the period	\$ (171,603)	\$ (160,931)	\$ (547,454)	\$ (1,320,866)
Other comprehensive income (loss)				
<i>Items that may be reclassified to profit or loss</i>				
Currency translation adjustment	(1,792,382)	(1,066,314)	(3,872,536)	1,108,313
Other comprehensive income (loss) for the period	(1,792,382)	(1,066,314)	(3,872,536)	1,108,313
Comprehensive loss for the period	\$ (1,963,985)	\$ (1,227,245)	\$ (4,419,990)	\$ (212,553)

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



CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited)

Expressed in Canadian dollars

	Number of shares	Share capital	Reserves - Share based	Cumulative translation adjustment	Deficit	Total Equity
Balance - April 30, 2016	161,931,096	\$ 33,477,988	\$ 5,740,674	\$ 5,066,092	\$ (11,786,013)	\$ 32,498,741
Shares issued on private placements	28,352,725	6,237,599	180,200	-	-	6,417,799
Shares issued on exercise of warrants	383,075	71,969	(26,000)	-	-	45,969
Shares issued on exercise of options	1,000,000	577,075	(332,075)	-	-	245,000
Share issue costs	-	(577,435)	-	-	-	(577,435)
Share-based compensation	-	-	1,381,400	-	-	1,381,400
Loss for the period	-	-	-	-	(1,320,866)	(1,320,866)
Other comprehensive income	-	-	-	1,108,313	-	1,108,313
Balance – January 31, 2017	191,666,896	\$ 39,787,196	\$ 6,944,199	\$ 6,174,405	\$ (13,106,879)	\$ 39,798,921
Balance – April 30, 2017	191,995,896	\$ 39,848,458	\$ 6,921,899	\$ 7,941,948	\$ (13,241,137)	\$ 41,471,168
Shares issued on exercise of warrants	21,718	7,878	(3,100)	-	-	4,778
Shares issued on exercise of options	86,306	30,287	(12,600)	-	-	17,687
Share issue costs	-	(271)	-	-	-	(271)
Share-based compensation	-	-	179,000	-	-	179,000
Loss for the period	-	-	-	-	(547,454)	(547,454)
Other comprehensive loss	-	-	-	(3,872,536)	-	(3,872,536)
Balance – January 31, 2018	192,103,920	\$ 39,886,352	\$ 7,085,199	\$ 4,069,412	\$ (13,788,591)	\$ 37,252,372

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



CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited)

Expressed in Canadian dollars

	For the nine months ended	
	January 31, 2018	January 31, 2017
OPERATING ACTIVITIES		
Loss for the period	\$ (547,454)	\$ (1,320,866)
Items not affecting cash:		
Depreciation	7,225	2,449
Share-based compensation	88,900	900,500
Changes in non-cash working capital items related to operations:		
Receivables	1,915	(11,055)
Prepaid expenses	(3,284)	(3,519)
Accounts payable and accrued liabilities	9,132	39,399
Cash and cash equivalents used in operating activities	(443,566)	(393,093)
INVESTING ACTIVITIES		
Acquisition of equipment	(7,370)	(12,104)
Expenditures on exploration and evaluation assets	(2,626,930)	(3,503,217)
Cash and cash equivalents used in investing activities	(2,634,300)	(3,515,321)
FINANCING ACTIVITIES		
Proceeds from private placements	-	6,237,599
Proceeds from exercise of warrants	4,778	45,969
Proceeds from exercise of options	17,687	245,000
Gold Streaming Arrangement	-	709,123
Share issue costs	(271)	(397,235)
Cash and cash equivalents generated by financing activities	22,194	6,840,456
Change in cash and cash equivalents during the period	(3,055,672)	2,932,042
Effect of foreign exchange on cash	22,876	(1,590)
Cash and cash equivalents, beginning of period	4,737,796	2,463,549
Cash and cash equivalents, end of period	\$ 1,705,000	\$ 5,394,001

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



CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
 (Unaudited)
 Expressed in Canadian dollars

Supplemental cash flow information

	For the Nine Months Ended January 31, 2018	For the Nine Months Ended January 31, 2017
Cash paid during the period for:		
Interest	\$ 111,145	\$ -
Non-cash financing and investing activities:		
Share-based compensation included in exploration costs	\$ 90,100	\$ 480,900
Depreciation included in exploration costs	\$ 13,206	\$ 36,902
Exploration costs included in accounts payable	\$ 29,233	\$ 80,648
Fair value of warrants issued as finders' fees	\$ -	\$ 94,700
Fair value of Agent's Option	\$ -	\$ 85,500
Accrued interest payable on Gold Streaming Arrangement	\$ 10,257	\$ 62,465

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



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
For the Three and Nine Months Ended January 31, 2018

1. NATURE OF OPERATIONS AND GOING CONCERN

Golden Reign Resources Ltd. (the “Company”) was incorporated on April 1, 2004 under the laws of the Yukon Territory and continued into British Columbia under the *British Columbia Corporations Act*. Its principal business activity is the acquisition and exploration of exploration and evaluation assets. The Company is listed on the TSX Venture Exchange (“TSX-V”) under the symbol GRR. The address of the Company’s corporate office and principal place of business is Suite 501 – 595 Howe Street, Vancouver, BC, Canada.

The Company’s primary exploration and evaluation asset is the San Albino-Murra Property, located in Nicaragua, which is in an advanced exploration stage. Recovery of the carrying value of an investment in exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary funding to complete exploration and development and the attainment of future profitable production or the disposition of these assets for proceeds in excess of their carrying values.

The Company is focused on acquiring, exploring and developing exploration and evaluation assets in Nicaragua. In conducting operations in Nicaragua, the Company is subject to considerations and risks such as the political, economic and legal environments in an emerging market. The Company’s results may inter alia be adversely affected by changes in Nicaragua’s governmental policies with respect to mining laws and regulations, and rates and methods of taxation.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

At January 31, 2018, the Company held cash and cash equivalents of \$1,705,000 (April 30, 2017 - \$4,737,796), had a working capital deficit of \$26,190 (April 30, 2017 – Working Capital of \$2,835,928), has not yet achieved profitable operations, has commitments due in the coming fiscal year, and had an accumulated deficit of \$13,788,591 since inception and expects to incur further losses in the development of its business, all of which indicate the existence of a material uncertainty that may cast significant doubt upon the Company’s ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company’s ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to advance its mineral property interests, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. BASIS OF PRESENTATION

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. As a result, certain disclosures included in the annual financial statements prepared in accordance with IFRS have been condensed or omitted. Accordingly, these condensed consolidated interim financial statements should be read in conjunction with the Company’s audited consolidated annual financial statements for the year ended April 30, 2017. In preparation of these condensed consolidated interim financial statements, the Company has consistently applied the same accounting policies as disclosed in note 2 to the audited consolidated annual financial statements for the year ended April 30, 2017.

These unaudited condensed consolidated interim financial statements were approved by the Board of Directors on March 28, 2018.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
For the Three and Nine Months Ended January 31, 2018

3. EXPLORATION AND EVALUATION ASSETS

(a) San Albino-Murra Property, Nicaragua

The Company acquired a 100% interest in the San Albino-Murra Mining Concession (the “Property”) located in Nicaragua by making cash payments of US\$1,100,000, incurring aggregate exploration expenditures of US\$5,000,000 and issuing 6,100,000 common shares at a value of \$2,813,770.

There is a net smelter return of 3% payable to the Nicaraguan government pursuant to existing mining laws.

The San Albino-Murra Property license is valid until February 3, 2027 and may be renewed for another 25-year term.

(b) El Jicaro Concession, Nicaragua

In January 2012, the Company paid \$119,472 (USD\$120,000) to acquire a 100% interest in the El Jicaro Concession, which is contiguous to the San Albino-Murra Property, located in Nueva Segovia, Nicaragua.

The El Jicaro Concession license is valid for a period of 25 years until September 28, 2033 and may be renewed for another 25-year term.

(c) Exploration and Evaluation Expenditures

For the nine months ended January 31, 2018:

	San Albino-Murra	El Jicaro	Total
Acquisition costs			
Balance, April 30, 2017	\$ 5,985,221	\$ 163,944	\$ 6,149,165
Translation adjustment	(599,749)	(16,428)	(616,177)
	\$ 5,385,472	\$ 147,516	\$ 5,532,988
Deferred exploration costs			
Balance, April 30, 2017	\$ 38,203,544	\$ 327,530	\$ 38,531,074
Consulting	271,194	-	271,194
Depreciation	13,206	-	13,206
Field office	273,651	-	273,651
Geological consulting	241,102	-	241,102
Interest on GSA	84,209	-	84,209
Professional fees	89,668	4,348	94,016
Project expenses	1,373,093	79,089	1,452,182
Reports	108,013	-	108,013
Share-based compensation	90,100	-	90,100
Travel	36,227	-	36,227
Subtotal, deferred exploration costs	40,784,007	410,967	41,194,974
Translation adjustment	(9,329,785)	(199,394)	(9,529,179)
	\$ 31,454,222	\$ 211,573	\$ 31,665,795
Balance, January 31, 2018	\$ 36,839,694	\$ 359,089	\$ 37,198,783



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
For the Three and Nine Months Ended January 31, 2018

3. EXPLORATION AND EVALUATION ASSETS (cont'd...)

For the Year Ended April 30, 2017:

	San Albino-Murra	El Jicaro	Total
Acquisition costs			
Balance, April 30, 2016	\$ 5,497,185	\$ 150,576	\$ 5,647,761
Translation adjustment	488,036	13,368	501,404
	\$ 5,985,221	\$ 163,944	\$ 6,149,165
Deferred exploration costs			
Balance, April 30, 2016	\$ 25,433,960	\$ 95,593	\$ 25,529,553
Consulting	367,516	-	367,516
Depreciation	42,840	-	42,840
Field office	324,173	-	324,173
Geological consulting	261,235	-	261,235
Professional fees	39,858	-	39,858
Project expenses	2,147,688	58,059	2,205,747
Reports	710,448	-	710,448
Share-based compensation	489,947	-	489,947
Travel	47,093	-	47,093
Subtotal, deferred exploration costs	29,864,758	153,652	30,018,410
Translation adjustment	2,353,565	9,934	2,363,499
	\$ 32,218,323	\$ 163,586	\$ 32,381,909
Balance, April 30, 2017	\$ 38,203,544	\$ 327,530	\$ 38,531,074

4. SHARE CAPITAL

Authorized:

Unlimited number of common shares, without par value

(a) Private placements

During the nine-month period ended January 31, 2018 the Company did not undertake any equity financings.

During the year ended April 30, 2017, the Company:

- (i) raised gross proceeds of \$4,377,599 via a non-brokered private placement of 19,898,180 common shares priced at \$0.22 per share. In connection with the offering, the Company paid finder's fees of \$158,762 cash and issued 671,809 share purchase warrants priced at \$0.22 per share exercisable for a period of eighteen months. The share purchase warrants were valued at \$94,700 and credited to reserves-share based. Fair value was determined using the Black-Scholes valuation model, based on a risk-free interest rate of 0.75%, an expected life of 1.5 years, an expected volatility of 81.72% and a dividend rate of nil; and



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

For the Three and Nine Months Ended January 31, 2018

4. SHARE CAPITAL (cont'd...)

(a) Private placements (cont'd...)

- (ii) raised gross proceeds of \$1,860,000 via a brokered private placement of 8,454,545 common shares priced at \$0.22 per share. In connection with the offering, the Company paid finder's fees of \$111,600 cash and issued 591,818 agent's compensation options (the "Agent's Options") priced at \$0.22 per share exercisable for a period of eighteen months. The Agent's Options were valued at \$85,500 and credited to reserves-share based. Fair value was determined using the Black-Scholes valuation model, based on a risk-free interest rate of 0.82%, an expected life of 1.5 years, an expected volatility of 81.09% and a dividend rate of nil.

(b) Share purchase warrants

Share purchase warrant transactions for the nine months ended January 31, 2018 and year ended April 30, 2017 are summarized below:

	For the Nine Months Ended January 31, 2018		For the Year Ended April 30, 2017	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Opening balance	671,809	\$ 0.22	712,075	\$ 0.12
Issued	-	-	671,809	0.22
Exercised	(21,718)	0.22	(712,075)	0.12
Ending balance	650,091	\$ 0.22	671,809	\$ 0.22
Warrants exercisable	650,091	\$ 0.22	671,809	\$ 0.22

As at January 31, 2018 and April 30, 2017 the following share purchase warrants were outstanding:

Expiry Date	Exercise Price	January 31, 2018	April 30, 2017	Weighted Average Remaining Contractual Life
June 30, 2018	\$0.22	139,262	154,483	0.41 years
July 12, 2018	0.22	510,829	517,326	0.44 years

(c) Share options

The Company has a share option plan, under which the Board of Directors is authorized to grant options to employees, directors, officers and consultants, enabling them to acquire up to 10% of the issued and outstanding share capital of the Company. The exercise price of each option is based at minimum on the market price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of five years. Options granted to investor relations consultants are subject to vesting provisions, as established by regulatory authorities, over a twelve-month period, with no more than ¼ vesting during any three-month period. Vesting provisions for other options are determined by the Company's Board of Directors.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

For the Three and Nine Months Ended January 31, 2018

4. **SHARE CAPITAL** (cont'd...)

(c) **Share options** (cont'd...)

The following options were outstanding as at January 31, 2018 and April 30, 2017:

	For the Nine Months Ended January 31, 2018		For the Year Ended April 30, 2017	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Opening balance	12,616,818	\$0.23	7,021,818	\$0.23
Granted	890,000	0.26	8,415,000	0.26
Granted	150,000	0.35	-	-
Exercised	(86,306)	0.20	(1,000,000)	0.25
Expired	(1,105,000)	0.25	(1,820,000)	0.20
Ending balance	12,465,512	\$0.25	12,616,818	\$0.23
Options exercisable	12,465,512	\$0.24	11,366,818	\$0.25

Weighted Average Exercise Price	Expiry Date	Number Outstanding	Number Exercisable	Weighted Average Remaining Contractual Life
0.20	July 15, 2018	895,000	895,000	0.45 years
0.22	July 24, 2018	570,512	570,512	0.48 years
0.25	October 16, 2018	60,000	60,000	0.71 years
0.10	February 19, 2021	2,000,000	1,375,000	3.05 years
0.25	June 14, 2021	5,485,000	5,485,000	3.37 years
0.30	August 25, 2021	2,415,000	2,415,000	3.57 years
0.26	August 21, 2022	890,000	890,000	4.56 years
0.35	October 2, 2022	150,000	75,000	4.67 years
\$ 0.25		12,465,512	11,765,512	2.61 years

(d) **Share-based compensation**

During the nine months ended January 31, 2018, the Company recorded share-based compensation of \$179,000 (2017 - \$1,381,400), of which \$90,100 (2017 - \$480,900) was capitalized as mineral property expenditures and \$88,900 (2017 - \$900,500) was expensed as share-based compensation in the condensed consolidated interim statement of loss, with a corresponding increase in reserves-shares based.

During the year ended April 30, 2017, the Company recorded share-based compensation totaling \$1,561,600 of which \$480,900 was capitalized as mineral property expenditures and \$900,500 was expensed as share-based compensation in the consolidated statement of loss and \$180,200 represents finders' fees as per note 4(a) above, with a corresponding increase in reserves-share based.

The fair value of share options was estimated on the measurement date using the Black-Scholes option-pricing model and is amortized over the vesting period of the underlying options. The assumptions used to calculate the fair value were as follows:

	Nine Months Ended January 31, 2018	Year Ended April 30, 2017
Risk-free interest rate	1.51 – 1.77%	0.53 - 0.69%
Expected life of options	5 years	5 years
Expected volatility	75.29 – 75.64%	77.47 - 77.91%
Weighted average fair value per option	\$0.24 – 0.32	\$0.16 – 0.19

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

For the Three and Nine Months Ended January 31, 2018

5. GOLD STREAMING ARRANGEMENT

In July 2014, the Company completed an agreement with Marlin Gold Mining Ltd. (“Marlin”) and Sailfish Royalty Corp. (“Sailfish”) for a US\$15.0 million gold streaming arrangement at its San Albino Gold Deposit and surrounding area. Under the arrangement, Sailfish Royalty Corp. (“Sailfish”) will be entitled to purchase 40% of the gold production from the San Albino Gold Deposit at US\$700 per troy ounce, subject to a 1% per year cost escalation beginning three years from commercial production, until Sailfish recovers US\$19,600,000. During this period, the Company will be required to make minimum monthly payments of US\$282,800 per month, either in gold production or in cash, when commercial production commences. Thereafter, Sailfish will be entitled to purchase 20% of gold production at US\$700 per troy ounce, subject to a 1% per year cost escalation beginning three years from commercial production plus 50% of the price differential above US\$1,200 per troy ounce, subject to certain adjustments. Prior to commercial production, Sailfish will be entitled to receive an 8% semi-annual coupon payment on the outstanding balance due from the Company. During the fiscal year ended April 30, 2015, the Company incurred financing fees of \$411,787 associated with the execution of this agreement.

During the year ended April 30, 2016, the Company received an initial draw down of \$705,652 (US\$536,536) of the upfront cash payment amount of US\$15.0 million, to be used for engineering work during the pre-development phase. The balance of the US\$15.0 million is subject to Sailfish’s election to proceed and is payable in installments once the project schedule and project budget are completed, approved by the Company and accepted by Sailfish and the associated Engineering, Procurement and Construction Management contract executed. Prior to commercial production, an 8% semi-annual coupon payment on the outstanding balance is payable by the Company. At April 30, 2016, the Company had recorded interest payable of \$15,934 (US\$11,800).

During the year ended April 30, 2017, the Company received further draw down funds of \$764,410 (US\$559,515) to be used for on-going engineering work during the pre-development phase. The Company recorded interest payable of \$91,339 (US\$68,607) and interest payments were made of \$68,760 (US\$52,118). Differences in foreign exchange rates between the prior year-end rate and the current year-end rate attributed a further \$59,905 to the liability recorded.

During the nine months ended January 31, 2018, the Company recorded interest payable of \$84,209 (US\$66,304) and interest payments were made of \$111,145 (US\$86,248). Differences in foreign exchange rates between the prior year-end rate and the current period rate resulted in a reduction of \$151,505 to the liability recorded.

As at January 31, 2018, the Company had recorded the following:

	USD	CAD Equivalent
Beginning balance, May 1, 2017 (principal & interest)	\$ 1,124,340	\$ 1,536,073
Add:		
Interest payable on draw-downs under Gold Streaming Arrangement	66,304	84,209
Effect of changes in foreign exchange rates	-	(151,505)
Less:		
Semi-annual interest payments made on draw-downs under Gold Streaming Arrangement	(86,248)	(111,145)
Total principal and interest payable under Gold Streaming Arrangement	\$ 1,104,396	\$ 1,357,632



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
For the Three and Nine Months Ended January 31, 2018

6. RELATED PARTY TRANSACTIONS

Key management includes directors (executive and non-executive), the CEO, President, CFO, and VP of Exploration. The Compensation paid or payable to key management for employee services is shown below:

	Nine Months Ended January 31, 2018	Three months ended January 31, 2018	Nine months ended January 31, 2017	Three months ended January 31, 2017
Management & consulting fees (included in E&E assets)	\$ 316,200	\$ 99,000	\$ 297,000	\$ 99,000
Wages	126,000	42,000	126,000	42,000
Share-based compensation	88,500	-	279,540	-
Total	\$ 530,700	\$ 141,000	\$ 702,540	\$ 141,000
Accounts payable due to related parties	\$ 2,565	\$ 2,565	\$ 15,365	\$ 15,365

7. COMMITMENTS

The Company has entered into an operating lease agreement for its corporate head office premises. The annual lease commitments under the lease are as follows:

2018	\$	61,018
2019	\$	61,018
2020	\$	40,679

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments measured at fair value are classified into one of three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value

The Company's financial instruments include cash and cash equivalents, receivables, accounts payable, and the Gold Streaming Arrangement liability. The carrying values of cash, receivables and payables approximate fair value because of the short-term nature of these instruments.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
For the Three and Nine Months Ended January 31, 2018

9. SEGMENTED INFORMATION

The Company operates in the single business segment of mineral acquisition and exploration. The Company's identifiable capital assets are located primarily in Nicaragua. Geographic information is as follows:

	January 31, 2018	April 30, 2017
Equipment		
Nicaragua	\$ 73,008	\$ 90,170
Canada	6,771	13,996
	\$ 79,779	\$ 104,166
Exploration and evaluation assets		
Nicaragua	\$ 37,198,783	\$ 38,531,074
	\$ 37,198,783	\$ 38,531,074

	For the Three Months Ended January 31, 2018	For the Three Months Ended January 31, 2017	For the Nine Months Ended January 31, 2018	For the Nine Months Ended January 31, 2017
Net Loss				
Canada	\$ 171,603	\$ 160,931	\$ 547,454	\$ 1,320,866
	\$ 171,603	\$ 160,931	\$ 547,454	\$ 1,320,866