(an Exploration Stage Company)

**Condensed Interim Financial Statements**For the Three and Six Month Periods Ended June 30, 2017 and 2016

The following statements have not been reviewed by the Company's auditors.

(an exploration stage company)

## **Condensed Interim Statements of Financial Position**

| (unaudited)                                       | As at        | As at        |
|---|--------------|--------------|
|   | June 30      | December 31  |
|   | 2017         | 2016         |
|   | \$           | \$           |
|   | (unaudited)  |              |
| Assets  |              |              |
| Current   |              |              |
| Cash and cash equivalents                         | 2,575,651    | 705,577      |
| HST receivable                                    | 10,308       | 16,434       |
| Prepaid expenses and deposits                     | 52,608       | 45,478       |
|   | 2,638,567    | 767,489      |
| Reclamation deposit (note 11)                     | 815,689      | 815,689      |
| Property and equipment (note 4)                   | 233,187      | 252,579      |
| Exploration and evaluation assets (note 5)        | 11,743,785   | 11,569,893   |
|   | 15,431,228   | 13,405,650   |
| Liabilities                                       |              |              |
| Current   |              |              |
| Accounts payable and accrued liabilities (note 9) | 155,987      | 75,306       |
| Reclamation and close down provision (note 11)    | 327,110      | 327,110      |
|   | 483,097      | 402,416      |
| Shareholders' equity                              | ,            | ,            |
| Share capital (note 6)                            | 23,205,412   | 21,459,258   |
| Warrants (note 6)                                 | 688,541      | 116,833      |
| Contributed surplus (note 6)                      | 2,774,288    | 2,907,743    |
| Retained deficit                                  | (11,720,110) | (11,480,600) |
| Total shareholders' equity                        | 14,948,131   | 13,003,234   |
| Total liabilities and shareholders' equity        | 15,431,228   | 13,405,650   |

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

Approved by the Board of Directors and authorized for issue on August 8, 2017

(signed) Gregory Bowes Director (signed) Donald Christie Director

(an exploration stage company)

# **Condensed Interim Statements of Comprehensive Loss**

(unaudited)

|  | Three months ended June 30 |                   | Six months        | ended June 30     |
|--|----------------------------|-------------------|-------------------|-------------------|
|  | 2017                       | 2016              | 2017              | 2016              |
|  | \$                         | \$                | \$                | \$                |
| General and administrative expenses  |                            |                   |                   |                   |
| Management and consulting fees (note 9)                                    | 134,693                    | 56,952            | 177,325           | 118,359           |
| Legal and audit  | 22,981                     | 13,280            | 28,372            | 15,901            |
| Office and miscellaneous (note 9)  | 95,546                     | 132,868           | 150,734           | 192,370           |
| Share-based payments (notes 6 and 9)                                       | 12,151                     | 884,318           | 54,573            | 893,199           |
| Depreciation   | 9,750                      | 15,916            | 19,392            | 33,143            |
| Foreign exchange loss (gain)   | -                          | (44)              | -                 | (44)              |
|  | 275,121                    | 1,103,290         | 430,396           | 1,252,928         |
| Loss from operations   | (275,121)                  | (1,103,290)       | (430,396)         | (1,252,928)       |
| Interest income  | 2,858                      | 1,345             | 2,858             | 2,958             |
| Income before taxes  | (272,263)                  | (1,101,945)       | (427,538)         | (1,249,970)       |
| Tax expense  | -                          | -                 | -                 | -                 |
| Loss and comprehensive loss for the period                                 | (272,263)                  | (1,101,945)       | (427,538)         | (1,249,970)       |
| Loss per share Weighted average number of shares – basic and fully diluted | (0.00)<br>59,817,612       | (0.02) 51,451,312 | (0.01) 55,996,249 | (0.02) 51,367,795 |
| The accompanying notes are an integral part of these cond-                 | · ·                        |                   | 22,230,219        | 51,501,175        |

# Northern Graphite Corporation (an exploration stage company)

# **Condensed Interim Statements of Changes in Shareholders' Equity**

(unaudited)

|   | Number of<br>Shares | Share capital<br>Amount | Warrants<br>reserve | Contributed<br>Surplus<br>Reserve | Deficit      | Total       |
|---|---------------------|-------------------------|---------------------|-----------------------------------|--------------|-------------|
|   |                     | \$                      | \$                  | \$                                | \$           | \$          |
| Balance at December 31, 2016                | 51,484,279          | 21,459,258              | 116,833             | 2,907,742                         | (11,480,599) | 13,003,234  |
| Proceeds from the issuance of shares        | 8,333,333           | 2,500,000               | -                   | -                                 | -            | 2,500,000   |
| Issuance of warrants                        | -                   | (533,142)               | 533,142             | -                                 | -            | -           |
| Issuance of compensation options            | -                   | (38,566)                | 38,566              | -                                 | -            | -           |
| Share issuance costs                        | -                   | (182,138)               | -                   | -                                 | -            | (182,138)   |
| Share-based payment expense (note 6 and 9)  | -                   | -                       | -                   | 54,573                            | -            | 54,573      |
| Expiry of stock options                     |                     |                         |                     | (188,027)                         | 188,027      | -           |
| Net loss                                    | <del>-</del>        | -                       | -                   | -                                 | (427,538)    | (427,538)   |
| Balance, June 30, 2017                      | 59,817,612          | 23,205,412              | 688,541             | 2,774,288                         | (11,720,110) | 14,948,131  |
| Balance at December 31, 2015                | 51,284,279          | 21,256,057              | 130,029             | 2,930,493                         | (10,733,725) | 13,582,854  |
| Proceeds from the exercise of options       | 200,000             | 100,000                 | -                   | -                                 | -            | 100,000     |
| Fair value of options exercised             | -                   | 90,005                  | -                   | (90,005)                          | -            | -           |
| Share-based payment expense (note 7 and 10) |                     | -                       | -                   | 893,199                           | -            | 893,199     |
| Net loss                                    | -                   | -                       | <del>-</del>        | -                                 | (1,249,970)  | (1,249,970) |
| Balance, June 30, 2016                      | 51,484,279          | 21,446,062              | 130,029             | 3,733,687                         | (11,983,695) | 13,326,083  |

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

# Northern Graphite Corporation (an exploration stage company)

## **Condensed Interim Statements of Cash Flows**

(unaudited)

|   | Three months | ended June 30 | Six months | ended June 30 |
|---|--------------|---------------|------------|---------------|
|   | 2017         | 2016          | 2017       | 2016          |
|   | \$           | \$            | \$         | \$            |
| Cash provided by (used in)                                |              |               |            |               |
| Operating activities                                      |              |               |            |               |
| Loss for the period                                       | (272,263)    | (1,101,945)   | (427,538)  | (1,249,970)   |
| Items not affecting cash                                  |              |               |            |               |
| Depreciation  | 9,750        | 15,916        | 19,392     | 33,143        |
| Share-based payments                                      | 12,151       | 884,318       | 54,573     | 893,199       |
| HST receivable  | 1,080        | 19,018        | 6,126      | (4,071)       |
| Prepaid expenses and deposits                             | 12,717       | 19,224        | (7,130)    | 8,354         |
| Accounts payable and accrued liabilities                  | 60,517       | (2,516)       | 44,023     | (90,335)      |
| Net cash used in operating activities                     | (176,048)    | (165,985)     | (310,554)  | (409,680)     |
| Financing activities                                      |              |               |            |               |
| Proceeds from the issuance of shares in private placement | -            | _             | 2,500,000  | -             |
| Proceeds from the exercise of options                     | -            | 100,000       | -          | 100,000       |
| Share issuance costs                                      | -            | -             | (180,192)  | -             |
| Net cash generated from financing activities              |              | 100,000       | 2,319,808  | 100,000       |
| Investing activities                                      |              |               |            | -             |
| Exploration and evaluation costs                          | (88,823)     | (39,485)      | (139,180)  | (115,181)     |
| Net cash used in investing activities                     | (88,823)     | (39,485)      | (139,180)  | (115,181)     |
| Net increase (decrease) in cash and cash equivalents      | (264,871)    | (105,470)     | 1,870,074  | (424,861)     |
| Cash and cash equivalents, beginning of period            | 2,840,522    | 1,138,571     | 705,577    | 1,457,962     |
| Cash and cash equivalents, end of period                  | 2,575,651    | 1,033,101     | 2,575,651  | 1,033,101     |

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

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

#### 1. Corporate Information

Northern Graphite Corporation ("Northern" or "the Company") was incorporated under the laws of the Province of Ontario on February 25, 2002. Northern holds a 100% interest in the Bissett Creek Graphite Property (the "Bissett Creek Property") and is listed on the TSX Venture Exchange (symbol "NGC").

The Company's address and head office is 290 Picton Avenue, Suite 201, Ottawa, Ontario K1Z 8P8 Canada.

#### 2. Basis of Preparation

#### a. Statement of compliance

The unaudited condensed interim financial statements for the three and six month periods ended June 30, 2017, and the notes thereto (the "Interim Financial Statements"), together with the Company's annual audited financial statements issued under International Financial Reporting Standards ("IFRS") for the year ended December 31, 2016, present Northern's financial results of operations and financial position under IFRS as at and for the three and six month periods ended June 30, 2017, including 2016 comparative periods. The Interim Financial Statements have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB") and using the accounting policies the Company adopted in its financial statements for the year ending December 31, 2016 based on current standards. The Interim Financial Statements do not include all the necessary annual disclosures in accordance with IFRS.

The policies set out in note 3 were consistently applied to all the periods.

The Interim Financial Statements were approved and authorized for issue by the Board of Directors on August 8, 2017.

#### b. Basis of measurement

The Interim Financial Statements have been prepared on a historical cost basis except those accounts as noted in the financial instruments section (note 9). In addition, the Interim Financial Statements have been prepared using the accrual basis of accounting.

#### c. Going Concern

The Company is an exploration stage company that incurred a net loss of \$427,538 for the six months ended June 30, 2017 (2016 - \$1,249,970) and has an accumulated deficit of \$11,720,110 since the inception of the Company. The Company completed a private placement on March 24, 2017 with gross proceeds of \$2,500,000 and as at June 30, 2017, had working capital of \$2,482,580. This level of working capital will enable the Company to continue as a going concern for at least the next 12 months. However, substantial additional capital is required to ultimately build a mine and processing plant at Bissett Creek and to enable the Company to enter production and continue its operations. There is a high degree of risk and many inherent uncertainties in the mining industry and there is no assurance management will be successful in its endeavours.

The Interim Financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company's management believes that it can continue to finance operating expenses over the next twelve months with funds on hand. Given that there continues to be negative investor sentiment in the graphite sector and that there has been an extended period of weak capital markets in the resource sector, there exists a material uncertainty as to the Company's ability to raise additional funds on favourable terms. The Company's activities have considerable scope for flexibility in terms of the amount and timing of expenditures. The Company will thoroughly assess all such activities before undertaking them in advance of additional financing being secured. The Company's Interim Financial Statements do not include any adjustments that might result from negative outcomes with respect to these uncertainties.

#### d. Functional and presentation currency

The Company's functional and presentation currency is the Canadian dollar.

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

#### e. Critical accounting estimates and judgments

The preparation of the Interim Financial Statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements, and revenues and expenses for the period. By their nature, these estimates and judgments are subject to uncertainty and the effect on the Interim Financial Statements of changes in such estimates in future periods could be significant. Actual results may differ from those estimates and judgments.

Significant estimates used in the preparation of the Interim Financial Statements include, but are not limited to:

- (i) asset carrying values and impairment charges;
- (ii) the economic recoverability of exploration expenditures incurred and the probability of future economic benefits from development expenditures incurred;
- (iii) the expected costs of asset retirement obligations; and
- (iv) the calculation of share-based compensation and warrants which includes the assumptions used in the Black-Scholes option pricing model including volatility, estimated forfeiture rates and expected time until exercise.

Significant judgments used in the preparation of these Interim Financial Statements include, but are not limited to:

- (i) those relating to the assessment of the Company's ability to continue as a going concern;
- (ii) the useful lives and related depreciation of property and equipment;
- (iii) the identification of separately identifiable components in property and equipment where their respective cost is significant in comparison to the total cost;
- (iv) the classification of expenditures as exploration and evaluation assets; and
- (v) the recognition of deferred tax.

#### 3. Significant accounting policies

The accounting policies adopted in these Interim Financial Statements are consistent with those followed in the preparation of the Company's 2016 Annual Financial Statements.

#### Recent and future pronouncements issued

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods after December 31, 2016. Pronouncements that are not applicable or do not have a significant impact to the Company have been excluded from the discussion below. The Company is currently evaluating the potential impacts of these new standards.

IFRS 9, Financial Instruments (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace 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 classification options available in IAS 39. IFRS 15 Revenue from Contracts with Customers provides a single principle-based framework to be applied to all contracts with customers.

IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2018.

IAS 1 Presentation of Financial Statements amendments are a part of a major initiative to improve disclosure requirements in IFRS financial statements. The amendments clarify the application of materiality to note disclosure and the presentation of line items in the primary statements provide options on the ordering of financial statements and additional guidance on the presentation of other comprehensive income related to equity accounted investments. The effective date for these amendments is January 1, 2016.

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

### 4. Property, plant and equipment

|                          | Building and |           | Total property    |
|--------------------------|--------------|-----------|-------------------|
|                          | improvements | Equipment | plant & equipment |
| Cost                     | \$           | \$        | \$                |
| December 31, 2016        | 803,497      | 590,919   | 1,394,416         |
| Additions                | -            | -         | -                 |
| Disposals                | -            | -         | _                 |
| Impairment               | -            | -         | <u>-</u> _        |
| June 30, 2017            | 803,497      | 590,919   | 1,394,416         |
| Accumulated depreciation |              |           | <u> </u>          |
| December 31, 2016        | 552,501      | 589,336   | 1,141,837         |
| Additions                | 17,957       | 1,435     | 19,392            |
| Disposals                | -            | -         | -                 |
| Impairment               | -            | -         | <u>-</u> _        |
| June 30, 2017            | 570,458      | 590,771   | 1,161,229         |
| Net book value           | 233,039      | 148       | 233,187           |

| December 31, 2015 Additions | Building and improvements 803,497 | <b>Equipment</b> 646,994 | Total property<br>plant & equipment<br>1,450,491 |
|-----------------------------|-----------------------------------|--------------------------|--|
| Disposals                   | -<br>-                            | -<br>-                   | -  |
| Impairment                  | -                                 | -                        |  |
| June 30, 2016               | 803,497                           | 646,994                  | 1,450,491  |
| Accumulated depreciation    |                                   |                          |  |
| December 31, 2015           | 516,191                           | 620,613                  | 1,136,804  |
| Additions                   | 18,056                            | 15,087                   | 33,143   |
| Disposals                   | <del>-</del>                      | -                        | -  |
| Impairment                  | -                                 | -                        | -  |
| June 30, 2016               | 534,247                           | 635,700                  | 1,169,947  |
| Net book value              | 269,250                           | 11,294                   | 280,544  |

#### 5. Exploration and evaluation asset

The Company has a 100% interest in the Bissett Creek Property which consists of a 1,938 hectare mining lease, expiring in June, 2034, a 565 hectare mining lease, expiring in August, 2035, and five unpatented claims totaling approximately 464 hectares. All leases and claims are located in the United Townships of Head, Clara and Maria, in the County of Renfrew, Ontario. As of June 30, 2017, accumulated costs with respect to the Bissett Creek Property consisted of the following:

| Balance, December 31, 2016<br>Exploration expenditures made from January 1, 2017 to June 30, 2017: | 11,569,893 |
|--|------------|
| Drilling & exploration   |            |
| Environmental & mine permitting  | 28962      |
| Metallurgical  | 93,203     |
| Feasibility study  |            |
| Engineering  | 10,000     |
| Site & royalties   | 41,727     |
| Geotechnical   | -          |
| Detailed engineering   | <u> </u>   |
| Balance, June 30, 2017   | 11,743,785 |

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

As of June 30, 2016, accumulated costs with respect to the Bissett Creek Property consisted of the following:

| Balance, December 31, 2015<br>Exploration expenditures made from January 1, 2016 to June 30, 2016: | 11,416,388 |
|--|------------|
| Drilling & exploration   |            |
| Environmental & mine permitting  | 459        |
| Metallurgical  | 15,748     |
| Feasibility study  |            |
| Engineering  | 47,992     |
| Site & royalties   | 24,617     |
| Geotechnical   | -          |
| Detailed engineering   |            |
| Balance, June 30, 2016   | 11,505,204 |

The Company is required to make royalty payments of \$20 per ton of graphite concentrate produced to the previous owners and is subject to a 2.5% net smelter return payable on any other minerals derived and sold from the Bissett Creek Property. An advance royalty of \$27,000 per annum is payable in semi-annual installments and is recorded in exploration and evaluation assets. The advance will be credited against any future royalty payments.

#### 6. Share capital

#### Authorized

The Company is authorized to issue an unlimited number of common shares.

#### Private placement

On March 24, 2017, the Company completed a non-brokered private placement and issued 8,333,333 units at a price of \$0.30 per unit for gross proceeds of \$2,500,000. Each unit was comprised of one common share and one half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.40 per share for a period of 24 months from the closing of the private placement. In connection with the private placement, the Company paid fees totaling \$136,500 to the agents, and issued to the agents 455,000 compensation options. Each compensation option entitles the holder to purchase one common share at an exercise price of \$0.35 per share for a period of 12 months from the closing of the private placement. The Company intends to use the net proceeds from the private placement to finalize operational permitting necessary for the construction and operation of a mine at the Bissett Creek Property, to update the bankable Full Feasibility Study, to conduct a pilot plant test of the Company's proprietary purification process, and for general working capital.

#### Issued

|                                      | Common shares    |              |  |
|--------------------------------------|------------------|--------------|--|
|                                      | Number of shares | Amount<br>\$ |  |
| Balance at December 31, 2016         | 51,484,279       | 21,459,258   |  |
| Issued pursuant to private placement | 8,333,333        | 2,500,000    |  |
| Issuance of warrants                 | -                | (533,142)    |  |
| Issuance of compensation options     | -                | (38,566)     |  |
| Share issuance costs                 | -                | (182,138)    |  |
| Balance at June 30, 2017             | 59,817,612       | 23,205,412   |  |

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

#### Warrants

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

|                             |           | Weighted<br>average<br>exercise |
|-----------------------------|-----------|---------------------------------|
|                             | Number of | price                           |
|                             | warrants  | \$                              |
| Balance, December 31, 2016  | 1,051,499 | 0.80                            |
| Warrants issued             | 4,166,666 | 0.40                            |
| Compensation options issued | 455,000   | 0.35                            |
| Balance, June 30, 2017      | 5,673,165 | 0.47                            |

|                | Number of   |                |
|----------------|-------------|----------------|
|                | warrants    |                |
| Exercise price | outstanding | Expiry date    |
| \$0.80         | 1,051,499   | July 9, 2017   |
| \$0.35         | 455,000     | March 24, 2018 |
| \$0.40         | 4,166,666   | March 24, 2019 |

The following is a summary of warrant activity and related Black-Scholes option pricing model input factors used for the six months ended June 30, 2017 and the year ended December 31, 2016:

| chaca same 30, 2017 and the year chaca December 31, 2010. | Six months ended<br>June 30,<br>2017 | Year ended<br>December 31,<br>2016 |
|---|--------------------------------------|------------------------------------|
| Warrants granted during the period                        | 4,621,666                            | Nil                                |
| Weighted-average exercise price                           | \$0.40                               | Nil                                |
| Expected stock option life <sup>(1)</sup>                 | 1-2 years                            | Nil                                |
| Expected volatility <sup>(2)</sup>                        | 80.2%-90.0%                          | Nil                                |
| Risk-free interest rate <sup>(3)</sup>                    | 0.76%-0.77%                          | Nil                                |
| Dividend yield  | NA                                   | NA                                 |
| Forfeiture rate   | NA                                   | NA                                 |
| Weighted-average fair value (Black-Scholes value)         | \$0.12                               | Nil                                |

- 1. The Company estimates the expected warrant life (estimated period of time outstanding) of warrants granted to be the length of time before the warrant's expiry until such time that the Company can base its estimate on historical information on the Company's warrants.
- 2. The expected volatility was based on the Company's trading history over a period equal to the expected warrant life.
- 3. The risk-free rate is based on the yield of a Government of Canada marketable bond in effect at the time of grant with an expiry commensurate with the expected life of the award.

#### **Share options**

The Company has adopted a stock option plan (the "Option Plan") for directors, officers, employees and consultants of the Company. Under the Option Plan, the Company may grant non-transferable options to purchase common shares of the Company for a period of up to ten years from the date of the grant. The maximum number of common shares reserved for issuance under the Option Plan together with any common shares reserved for issuance pursuant to any other stock options may not exceed 10% of the issued and outstanding common shares of the Company.

A summary of the Option Plan activity is presented below:

|                            | Number of options | Weighted average exercise price (\$) |
|----------------------------|-------------------|--------------------------------------|
| Balance, December 31, 2016 | 4,525,000         | 0.60                                 |
| Expired                    | (550,000)         | 0.70                                 |
| Balance, June 30, 2017     | 3,975,000         | 0.58                                 |

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

A summary of the Company's outstanding share options at June 30, 2017 is presented below:

| Exercise price | Options outstanding | Options exercisable | Expiry date       |
|----------------|---------------------|---------------------|-------------------|
| \$0.85         | 500,000             | 500,000             | December 20, 2017 |
| \$0.75         | 100,000             | 100,000             | May 19, 2018      |
| \$0.70         | 600,000             | 600,000             | January 9, 2020   |
| \$0.50         | 2,775,000           | 2,775,000           | April 27, 2021    |
|                | 3,975,000           | 3,975,000           |                   |

500,000 stock options granted in 2016 to non-executive directors were approved by a majority vote of shareholders at the Company's 2017 annual general meeting and are now fully exercisable.

The weighted average remaining contractual life of options outstanding is 3.14 years.

The following is a summary of stock option grant activity and related Black-Scholes option pricing model input factors used for the periods ended June 30, 2017 and December 31, 2016:

|   | Six months ended<br>June 30,<br>2017 | Year ended<br>December 31,<br>2016 |
|---|--------------------------------------|------------------------------------|
| Stock options granted during the period           | Nil                                  | 3,050,000                          |
| Weighted-average exercise price                   | Nil                                  | \$0.50                             |
| Expected stock option life <sup>(1)</sup>         | Nil                                  | 1-5 years                          |
| Expected volatility <sup>(2)</sup>                | Nil                                  | 94%                                |
| Risk-free interest rate <sup>(3)</sup>            | Nil                                  | 0.89%                              |
| Dividend yield                                    | NA                                   | NA                                 |
| Forfeiture rate                                   | NA                                   | NA                                 |
| Weighted-average fair value (Black-Scholes value) | Nil                                  | \$0.34                             |

- 1. The Company estimates the expected stock option life (estimated period of time outstanding) of options granted to be the length of time before the stock option's expiry until such time that the Company can base its estimate on historical information on the Company's options.
- 2. The expected volatility was based on the Company's trading history over a period equal to the expected stock option life.
- 3. The risk-free rate is based on the yield of a Government of Canada marketable bond in effect at the time of grant with an expiry commensurate with the expected life of the award.

The fair value is calculated using the Black-Scholes option valuation model. As at June 30, 2017, there was \$nil (June 30, 2016 – \$155,546) of total unrecognized share-based compensation costs related to unvested stock option awards and stock option awards subject to an escrow agreement granted under the Option Plan.

#### Contributed surplus

|                            | \$        |
|----------------------------|-----------|
| Balance, December 31, 2016 | 2,907,742 |
| Share-based payments       | 54,573    |
| Expiry of stock options    | (188,027) |
| Balance, June 30, 2017     | 2,774,288 |

Contributed surplus as at June 30, 2017 and December 31, 2016 consists of a share-based payment reserve related to stock options issued under the Option Plan.

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

### 7. Loss per share

|   | Three months ended | Three months ended   |
|---|--------------------|----------------------|
|   | June 30, 2017      | <b>June 30, 2016</b> |
| Loss and comprehensive loss for period                      | (272,263)          | (1,101,945)          |
| Weighted average number of shares – basic and fully diluted | 59,817,612         | 51,451,312           |
| Loss and comprehensive loss per share                       | (\$0.00)           | (\$0.02)             |
|   | Six months ended   | Six months ended     |
|   | June 30, 2017      | <b>June 30, 2016</b> |
| Loss and comprehensive loss for period                      | (427,538)          | (1,249,970)          |
| Weighted average number of shares – basic and fully diluted | 55,996,249         | 51,367,795           |
| Loss and comprehensive loss per share                       | (\$0.01)           | (\$0.02)             |

#### 8. Financial instruments and risk management

#### Fair value

Certain of the Company's accounting policies and disclosures require the determination of fair value. Fair value represents the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on quoted market values and other valuation methods. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

In establishing fair value, the Company uses a fair value hierarchy based on levels as defined below:

- Level 1: defined as observable inputs such as quoted prices in active markets.
- Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: defined as inputs that are based on little or no observable market data and, therefore, requiring entities to develop their own assumptions.

At June 30, 2017, the levels in the fair value hierarchy into which the Company's financial assets and liabilities are measured and recognized on the Statement of Financial Position at fair value on a recurring basis are categorized as follows:

|                           | Category | At June 30, 2017 | At March 31, 2017 | At December 31, 2016 |
|---------------------------|----------|------------------|-------------------|----------------------|
|                           |          | \$               | \$                | \$                   |
| Cash and cash equivalents | Level 1  | 2,575,651        | 2,840,522         | 705,577              |

At June 30, 2017, there were no financial assets and liabilities measured and recognized at fair value on a non-recurring basis. The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between Level 1, Level 2 and Level 3 during the six months ended June 30, 2017.

At June 30, 2017, there were no financial assets or liabilities measured and recognized on the Consolidated Statement of Financial Position at fair value that would be categorized as Level 2 or Level 3 in the fair value hierarchy (December 31, 2016 - \$Nil).

The carrying value of cash and cash equivalents, deposits and accounts payable and accrued liabilities approximates fair value due to the short-term nature of these financial instruments. The carrying value of the reclamation deposit approximates its fair value as it bears a market rate of interest.

#### Currency risk

As the majority of the Company's expenditures are in Canadian dollars, the Company limits its exposure to currency risk by maintaining its cash and cash equivalents in Canadian dollars. The Company carries a portion of its accounts payable and accrued liabilities and notes payable in US dollars, and is subject to currency risk on these balances. However, the Company considers this risk to be minimal.

(an Exploration Stage Company)

## Notes to Condensed Interim Financial Statements For the three and six months ended June 30, 2017 and 2016 (Unaudited)

#### Credit risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions, and considers this risk to be minimal.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet is financial obligations as they come due. The Company manages its liquidity risk through the management of its capital structure. Further discussion on liquidity and management's plans are outlined in note 2.

#### Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk due to the short-term nature of its financial instruments.

#### 9. Related parties

#### **Key Management Compensation**

In the six months ended June 30, 2017, the Company expensed management fees to companies owned and controlled by key management personnel of \$nil (2016 – \$35,088), and salary and compensation to key management personnel of \$125,000 (2016 – \$60,000). In the six months ended June 30, 2017, the Company provided employee benefits totaling \$nil (2016 – \$3,997) to key management personnel.

#### **Other Related Party Transactions**

There were no related party transactions.

#### 10. Commitments

#### Leased mineral claims

In connection with the Bissett Creek Property, the Company is required to make royalty payments of \$20 per ton of graphite carbon concentrate produced to the previous owners and a 2.5% net smelter return payable on any other minerals derived and sold from the Bissett Creek Property. An advance royalty of \$27,000 per annum is payable in semi-annual installments. Installments were paid for during the year ended December 31, 2016 and the six months ended June 30, 2017. The advance will be credited against any future production royalty payments.

#### **Contractual obligations**

As at June 30, 2017 and December 31, 2016, the Company had no contractual obligations which related to costs associated with work at the Bissett Creek Property.

#### 11. Provisions

In 2012 the Company filed a revised Mine Closure Plan ("MCP") which was accepted by the Ministry of Northern Development and Mines ("MNDM"). The Company's obligations under the MCP are secured by a deposit of \$815,689 (December 31, 2016 - \$815,689), including accrued interest. This amount has been paid to the Minister of Finance for the Province of Ontario and has been accounted for as a long term deposit. As per the MCP, the overall required reclamation deposit has increased to \$2,329,008. In addition to the existing deposit, \$800,000 must be deposited prior to placing any footings in the ground for the construction of structures such as buildings and dams and \$729,088 must be deposited prior to the commencement of commercial production. The provision for reclamation and close down represent the estimated amount that would be required to restore the Bissett Creek Property to its original environmental state after construction and operations. The Company has a provision of \$327,110 on its balance sheet (December 31, 2016 - \$327,110) which represents the estimated current cost of reclamation. The reclamation deposit will be returned to the Company once the MNDM is satisfied that the obligations contained in the MCP have been performed by the Company. Should the Company not perform its obligations contained in the MCP, the MNDM will restore the Bissett Creek Property site to its original environmental state using the funds from the reclamation deposit.