FORM 2A

LISTING STATEMENT

This Listing Statement must be used for all initial applications for listing and for Issuers resulting from a fundamental change. CNSX requires prospectus level disclosure in the Listing Statement (other than certain financial disclosure and interim Management's Discussion and Analysis) and can require that the Issuer include additional disclosure.

General Instructions

(a) Please prepare this Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term “Issuer” includes the applicant Issuer and any of its subsidiaries.

(c) In determining the degree of detail required, a standard of materiality should be applied. Materiality is a matter of judgment in a particular circumstance, and should generally be determined in relation to an item's significance to investors, analysts and other users of the information. An item of information, or an aggregate of items, is considered material if it is probable that its omission or misstatement would influence or change an investment decision with respect to the issuer's securities. In determining whether information is material, take into account both quantitative and qualitative factors. The potential significance of items should be considered individually rather than on a net basis, if the items have an offsetting effect. This concept of materiality is consistent with the financial reporting notion of materiality contained in the Handbook.

(d) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation.

(e) For Issuers that are re-qualifying for listing following a fundamental change, provide historic and current details on

(i) the Issuer

(ii) all other companies or businesses that are involved in the fundamental change (the “target”); and

(iii) the entity that will result from the fundamental change (the "New Issuer").

Information concerning the Issuer that was contained in the most recent Listing Statement may be incorporated by reference, but this statement must indicate if any of the information in the prior statement has changed (e.g. describing a business that will no longer be undertaken by the New Issuer). Information concerning assets or lines of business of the target that will not be part of the New Issuer's business should not be included.

(f) This listing statement provides prospectus-level disclosure. It will be amended from time to time to reflect any changes to the prospectus disclosure requirements. If changed, the new form is to be used for the next listing statement the Issuer is required to file. The Issuer does not have to amend a listing statement currently on file to reflect any new disclosure requirements.

1. Table of Contents

1.1 Include a table of contents with the following headings:

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2. Corporate Structure

2.1 State the full corporate name of the Issuer or, if the Issuer is an unincorporated entity, the full name under which the entity exists and carries on business and the address(es) of the Issuer's head and registered office.

The name of the issuer is God's Lake Resources Inc. (the "Corporation"). The Corporation's head and registered office is located at 73 Richmond Street West, Suite #212, Toronto, Ontario M5H 4E8.

2.2 State the statute under which the Issuer is incorporated or continued or organized or, if the Issuer is an unincorporated entity, the laws of the jurisdiction or foreign jurisdiction under which the Issuer is established and exists. If material, state whether the articles or other constating or establishing documents of the Issuer have been amended and describe the substance of the material amendments.

The Corporation was incorporated on December 21, 1923, in the Province of Ontario pursuant to the *Business Corporations Act* (Ontario) under the name "Keeley Extension Mines, Limited" with an authorized capital of 2,000,000 common shares.

The Corporation changed its name to "Grandad Gold Mines Ltd." by Articles of Amendment filed on May 24, 1974. The authorized capital of the Corporation was increased to 5,000,000 common shares.

Articles of Amendment were filed on July 4, 1977 to change the name of the Corporation to "Grandad Resources Limited".

On March 1, 1978 the Corporation was continued federally under the provisions of the *Canada Business Corporations Act* under the name "Grandad Resources Limited". The Corporation was authorized to issue 5,000,000 common shares.

By Articles of Amendment effective August 15, 1983 the authorized capital was increased from 5,000,000 common shares to 15,000,000 common shares, 5,000,000 Class "A" special shares and 4,000,000 Class "B" special shares.

On December 23, 1986 the Articles of the Corporation were amended to provide that the 403,077 unissued Class "B" special shares were changed to 403,077 Class "A" special shares and the rights of the Class "A" special shares and the Class "B" special shares were deleted. The 403,077 issued Class "A" special shares were re-designated as Class A preference shares and subject to the rights thereto. The authorized capital was 15,000,000 common shares and 5,403,077 Class A preference shares on this date.

By Articles of Amendment dated July 19, 1988 the name of the Corporation was changed to "Great Grandad Resources Limited". The 10,936,926 issued common shares were changed into 5,468,463 issued common shares.

On July 4, 2007, the Corporation underwent another name change to "GGD Resources Inc.". The issued common shares were consolidated on the basis of six point eight (6.8) pre-consolidation shares for one post-consolidation share. The authorized and unissued Class A preference shares were cancelled. The authorized capital at this time was 15,000,000 common shares.

On December 19, 2007 Articles of Amendment were filed. The issued common shares were consolidated on the basis of 100 pre-consolidation shares for one post-consolidation share with no rounding up.

Articles of Amendment were filed on December 20, 2007 to subdivide the issued common shares on the basis of 100 post-subdivision shares for each pre-subdivision share. The number of common shares was changed from 15,000,000 to an unlimited number.

The name of the Corporation was changed by Articles of Amendment filed on June 12, 2009 to "God's Lake Resources Inc."

2.3 Describe, by way of a diagram or otherwise, the intercorporate relationships among the Issuer and the Issuer's subsidiaries. For each subsidiary state

(a) the percentage of votes attaching to all voting securities of the subsidiary represented by voting securities beneficially owned, or over which control or direction is exercised, by the Issuer;

(b) the place of incorporation or continuance; and

(c) the percentage of each class of restricted shares beneficially owned, or over which control or direction is exercised, by the Issuer.

At December 31, 2017, the Corporation wholly owns Golden Brick Exploration Inc., a Corporation incorporated under the laws of the Province of Ontario on December 23, 2013.

2.4 If the issuer is requalifying following a fundamental change or is proposing an acquisition, amalgamation, merger, reorganization or arrangement, describe by way of diagram or otherwise these intercorporate relationships both before and after the completion of the proposed transaction..

Toronto, Canada (April 30, 2018) – God's Lake Resources Inc. (CSE: GLR) ("God's Lake" or the "Company") today announced that it has reorganized its business to consider new business opportunities.

God's Lake owns three mineral exploration properties (the "Properties") all of which are held by a wholly-owned subsidiary ("Subco"): (i) the Muskasenda Project comprised of one unpatented mining claim in English Township in the District of Cochrane, Porcupine Mining Division, Ontario; (ii) the Castlewood Project comprised of sixteen unpatented mining claims in the Castlewood Lake Area of the Thunder Bay Mining Division, Ontario; and (iii) the Shaw Township Project comprised of two patented mining claims, which include both mining and surface rights, in Shaw Township, near Timmins, Ontario. God's Lake has determined that it is not appropriate at this time to commence any exploration on these properties, and that shareholder value has better potential to be maximized by considering a new business.

In order to prepare to consider the potential acquisitions of businesses, God's Lake has settled loans in the aggregate amount of $100,000 (the "Loans") owed to related companies (collectively, the "Creditors") in consideration for the assignment of all of the shares of Subco, which owns the Properties as described above (the "Debt Settlement"). The Loans were interest free, payable on demand and in the principal amount of $100,000. As result of this Debt Settlement, the Corporation has reduced the recorded value of the Properties and related field equipment in the audited financial statements for the twelve months ended December 31, 2017 from $881,545 to $100,000.

Further announcements will be made on the status of the Company's search for a new business. In addition, God's Lake is pleased to announce that Rahim Kassam has been appointed to the board of directors to fill a vacancy.

Rahim Kassam has worked in the mining industry for several years, more specifically, with The Sheridan Platinum Group Ltd. since 2013 as an Analyst, Mining Lands Manager and Exploration Manager.

Mr. Michael Sheridan, President, Chief Executive Officer and director of God's Lake, is also a director and officer of the Creditors and has a controlling interest in the Creditors. As Mr. Sheridan is an "insider" of God's Lake, the Debt Settlement is considered a "related party transaction" pursuant to Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions ("MI 61-101") requiring the Company, in the absence of exemptions, to obtain a formal valuation for, and minority shareholder approval of, the "related party transaction". The Company is relying on an exemption from the formal valuation requirements of MI 61-101 available because no securities of the Company are listed on specified markets, including the TSX, the New York Stock Exchange, the American

Stock Exchange, the NASDAQ or any stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc. The Company is also relying on the exemption from minority shareholder approval requirements set out in MI 61-101 as the fair market value of each of the debt settlement does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Debt Settlement was approved by the independent directors of God's Lake. This announcement is being made concurrent with the closing of the Debt Settlement in order prepare the Company for the acquisition of a new business on a timely basis.

2.5 Non-corporate Issuers and Issuers incorporated outside of Canada must describe how their governing legislation or constating documents differ materially from Canadian corporate legislation with respect to the corporate governance principles set out in Policy 4.

This section is not applicable.

3. General Development of the Business

3.1 Describe the general development of the Issuer's business over its three most recently completed financial years and any subsequent period. Include only major events or conditions that have influenced the general development of the Issuer's business. If the business consists of the production or distribution of more than one product or the rendering of more than one kind of service, describe the principal products or services. Also discuss changes in the business of the Issuer that are expected to occur during the current financial year of the Issuer.

The Corporation is considered to be an exploration stage entity, and has reorganized its business to consider new business opportunities.

All documentation and press releases, relating to the above can be found at www.sedar.com

3.2 Disclose:

(1) (a) any significant acquisition completed by the Issuer or any significant probable acquisition proposed by the Issuer, for which financial statements would be required under Part 6 or 7 of OSC Rule 41-501 if this Listing Statement were a prospectus; and

This section is not applicable.

(b) any significant disposition completed by the Issuer during the most recently completed financial year or the current financial year for

which *pro forma* financial statements would be required under Part 8 of OSC Rule 41-501 if this Listing Statement were a prospectus.

This section is not applicable.

(2) Under paragraph (1) include particulars of

(a) the nature of the assets acquired or disposed of or to be acquired or disposed of;
(b) the actual or proposed date of each significant acquisition or significant disposition;
(c) the consideration, both monetary and non-monetary paid, or to be paid, to or by the Issuer;
(d) any material obligations that must be complied with to keep any significant acquisition or significant disposition agreement in good standing;
(e) the effect of the significant acquisition or significant disposition on the operating results and financial position of the Issuer;
(f) any valuation opinion obtained within the last 12 months required under Canadian securities legislation or Canadian securities directives of a Canadian securities regulatory authority or a requirement of a Canadian stock exchange or other Canadian market to support the value of the consideration received or paid by the Issuer or any of its subsidiaries for the assets, including the name of the author, the date of the opinion, the assets to which the opinion relates and the value attributed to the assets; and
(g) whether the transaction is with a Related Party of the Issuer and if so, disclose the identity of the other parties and the relationship of the other parties to the Issuer.

Refer to 2.4.

3.3 Discuss any trend, commitment, event or uncertainty that is both presently known to management and reasonably expected to have a material effect on the Issuer's business, financial condition or results of operations, providing forward-looking information based on the Issuer's expectations as of the date of the Listing Statement.

The Corporation is subject to certain risk and uncertainties as disclosed in section 17, "Risk Factors".

4 Narrative Description of the Business

4.1 General

(1) Describe the business of the Issuer with reference to the reportable operating segments as defined in the Handbook and the Issuer's business

in general. Include the following for each reportable operating segment of the Issuer:

(a) State the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period.

Refer to 2.4.

(b) Describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event.

Not applicable.

(c) Disclose the total funds available to the Issuer and the following breakdown of those funds:

(i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement; and

Estimated working capital as of March 31, 2018 is $1.5 M.

(ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b).

The Corporation's working capital is sufficient to operate over the coming year.

(d) Describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer.

Funds Available and Principal Uses of Funds

The proposed use of the funds is to consider new business opportunities.

(e) For principal products or services,

(i) the methods of their distribution and their principal markets;

(ii) as dollar amounts or as percentages, for each of the two most recently completed financial years, the revenues for each category of principal products or services that accounted for 15

per cent or more of total consolidated revenues for the applicable financial year derived from

(A) sales to customers, other than investees, outside the consolidated entity,
(B) sales or transfers to investees; and
(C) sales or transfers to controlling shareholders; and

(iii) if not fully developed, the stage of development of the principal products or services and, if the products are not at the commercial production stage,

(A) the timing and stage of research and development programs,
(B) the major components of the proposed programs, including an estimate of anticipated costs,
(C) whether the Issuer is conducting its own research and development, is subcontracting out the research and development or is using a combination of those methods, and
(D) the additional steps required to reach commercial production and an estimate of costs and timing.

The Corporation is considering new business opportunities and does not produce any products or services.

(f) Concerning production and sales

(i) the actual or proposed method of production of products and if the Issuer provides services, the actual or proposed method of providing services;
(ii) the payment terms, expiration dates and terms of any renewal options of any material leases or mortgages, whether they are in good standing and, if applicable, that the landlord or mortgagee is a Related Person of the Issuer;
(iii) specialized skill and knowledge requirements and the extent that the skill and knowledge are available to the Issuer;
(iv) the sources, pricing and availability of raw materials, component parts or finished products;
(v) the importance, duration and effect on the segment of identifiable intangible properties such as brand names, circulation lists, copyrights, franchises, licences, patents, software, subscription lists and trademarks;

(vi) the extent to which the business of the segment is cyclical or seasonal;
(vii) a description of any aspect of the Issuer's business that may be affected in the 12 months following the date of the Listing

Statement by renegotiation or termination of contracts or sub-contracts and the likely effect;

(viii) the financial and operational effects of environmental protection requirements on the capital expenditures, earnings and competitive position of the Issuer in the current financial year and the expected effect, on future years;

(ix) the number of employees, as at the most recent financial year end or as an average over that year, whichever is more relevant; and

(x) any risks associated with foreign operations of the Issuer and any dependence of the segments upon the foreign operations.

(g) The competitive conditions in the principal markets and geographic areas in which the Issuer operates, including, if reasonably possible, an assessment of the Issuer's competitive position.

(h) With respect to lending operations of an Issuer's business, the investment policies and lending and investment restrictions.

This section is not applicable.

(2) Disclose the nature and results of any bankruptcy, or any receivership or similar proceedings against the Issuer or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Issuer or any of its subsidiaries, within the three most recently completed financial years or the current financial year.

The Corporation has not been the subject of any bankruptcy, receivership or similar proceeding within the last three recently completed years or the current financial year.

(3) Disclose the nature and results of any material reorganization of the Issuer or any of its subsidiaries within the three most recently completed financial years or the current financial year.

See section 3 above.

4.2 For issuers with asset backed securities outstanding provide the disclosure required by items 6.2 and 10.3 of OSC Form 41-501F1 as if the securities were or were being distributed under a prospectus .

The Corporation has no asset-backed securities outstanding.

4.3 For Issuers with a mineral project, disclose the following information for each property material to the Issuer:

(1) Property Description and Location

(a) The area (in hectares or other appropriate units) and location of the property.

Please refer to the latter section of 3.1 above.

(b) The nature and extent of the Issuer's title to or interest in the property, including surface rights, obligations that must be met to retain the property and the expiration date of claims, licences and other property tenure rights.

Please refer to the latter section of 3.1 above.

(c) The terms of any royalties, overrides, back-in rights, payments or other agreements and encumbrances to which the property is subject.

None

(d) All environmental liabilities to which the property is subject.

None

(e) The location of all known mineralized zones, mineral resources, mineral reserves and mine workings, existing tailings ponds, waste deposits and important natural features and improvements.

Not applicable

(f) To the extent known, the permits that must be acquired to conduct the work proposed for the property and whether permits have been obtained.

None required for prospecting and evaluating activities

(2) Accessibility, Climate, Local Resources, Infrastructure and Physiography

(a) The means of access to the property.
(b) The proximity of the property to a population centre and the nature of transport.
(c) To the extent relevant to the mining project, the climate and length of the operating season.
(d) The sufficiency of surface rights for mining operations, the availability and sources of power, water, mining personnel, potential tailings storage areas, potential waste disposal areas, heap leach pads areas and potential processing plant sites.
(e) The topography, elevation and vegetation.

Not applicable.

(3) History

(a) The prior ownership of the property and ownership changes and the type, amount, quantity and results of the exploration work undertaken by previous owners, and any previous production on the property, to the extent known.

Not applicable.

(b) If a property was acquired within the three most recently completed financial years of the Issuer or during its current financial year from, or is intended to be acquired by the Issuer from, an insider or promoter of the Issuer or an associate or affiliate of an insider or promoter, the name and address of the vendor, the relationship of the vendor to the Issuer, and the consideration paid or intended to be paid to the vendor.

Not applicable.

(c) To the extent known, the name of every person or company that has received or is expected to receive a greater than five per cent interest in the consideration received or to be received by the vendor referred to in subparagraph (b).

Not applicable.

(4) Geological Setting — The regional, local and property geology.

This is in the process of being evaluated.

(5) Exploration Information **—** The nature and extent of all exploration work conducted by, or on behalf of, the Issuer on the property, including

(a) the results of all surveys and investigations and the procedures and parameters relating to surveys and investigations;
(b) an interpretation of the exploration information;
(c) whether the surveys and investigations have been carried out by the Issuer or a contractor and if by a contractor, identifying the contractor; and
(d) a discussion of the reliability or uncertainty of the data obtained in the program.

Not applicable after the business reorganization.

(6) Mineralization — The mineralization encountered on the property, the surrounding rock types and relevant geological controls, detailing length,

width, depth and continuity together with a description of the type, character and distribution of the mineralization.

Not applicable.

(7) Drilling — The type and extent of drilling including the procedures followed and an interpretation of all results.

Not applicable.

(8) Sampling and Analysis — The sampling and assaying including

(a) a description of sampling methods and the location, number, type, nature, spacing and density of samples collected;
(b) identification of any drilling, sampling or recovery factors that could materially impact the accuracy or reliability of the results;
(c) a discussion of sample quality and whether the samples are representative of any factors that may have resulted in sample biases;
(d) rock types, geological controls, widths of mineralized zones, cut-off grades and other parameters used to establish the sampling interval; and
(e) quality control measures and data verification procedures. .

No longer applicable.

(9) Security of Samples — The measures taken to ensure the validity and integrity of samples taken. .

No longer applicable.

(10) Mineral Resources and Mineral Reserves — The mineral resources and mineral reserves, if any, including

(a) the quantity and grade or quality of each category of mineral resources and mineral reserves;
(b) the key assumptions, parameters and methods used to estimate the mineral resources and mineral reserves; and
(c) the extent to which the estimate of mineral resources and mineral reserves may be materially affected by metallurgical, environmental, permitting, legal, title, taxation, socio-economic, marketing, political and other relevant issues. .

Not applicable.

(11) Mining Operations — For development properties and production properties, the mining method, metallurgical process, production forecast,

markets, contracts for sale of products, environmental conditions, taxes, mine life and expected payback period of capital.

Not applicable.

(12) Exploration and Development — A description of the Issuer's current and contemplated exploration or development activities, to the extent they are material.

The Corporation has reorganized its business to consider new opportunities.

4.4 Issuers with Oil and Gas Operations — For Issuers with oil and gas operations, disclose the following (in tabular form, if appropriate):

(a) Drilling Activity — The number of wells the Issuer has drilled or has participated in drilling, the number of these wells that were completed as oil wells and gas wells that are capable of production, each stated separately, and the number of dry holes, expressed in each case as gross and net wells, during each of the two most recently completed financial years of the Issuer.

(b) Location of Production — The geographical areas of the Issuer's production, the groups of oil and gas properties, the individual oil and gas properties and the plants, facilities and installations that, in each case, are owned or leased by the Issuer and are material to the Issuer's operations or exploratory activities.

(c) Location of Wells — The location, stated separately for oil wells and gas wells, by jurisdiction, if in Canada, by state, if in the United States, and by country otherwise, of producing wells and wells capable of producing, in which the Issuer has an interest and which are material, with the interest expressed in terms of gross and net wells.

(d) Interest in Material Properties — For interests in material properties to which no proved reserves have been attributed, the gross acreage in which the Issuer has an interest and the net interest of the Issuer, and the location of acreage by geographical area.

(e) Reserve Estimates — To the extent material, estimated reserve volumes and discounted cash flow from such reserves, stated separately by country and by categories and types that conform to the classifications, definitions and disclosure requirements of National Policy Statement No. 2-B Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators or any successor instrument, on both a gross and net basis as at the most recent financial year end, including information on royalties.

(f) Source of Reserve Estimates — The source of the reserve estimates and whether the reserve estimates have been prepared by the Issuer or by independent engineers or other qualified independent persons and any other information relating to reserve estimates required to be disclosed in

a prospectus by any successor instrument to National Policy Statement No. 2-B.

(g) Reconciliation of Reserves — A reconciliation of the reserve volumes by categories and types that conform to the classifications, definitions and disclosure requirements of National Policy Statement No. 2-B or any successor instrument, as at the financial year end immediately preceding the most recently completed financial year to the reserve volume information furnished under paragraph 5, with the effects of production, acquisitions, dispositions, discoveries and revision of estimates shown separately, if material.

(h) History — For each quarter of the most recently completed financial year of the Issuer, with comparative data for the same periods in the preceding financial year,

(i) the average daily production volume, before deduction of royalties, of
  (A) conventional crude oil,
  (B) natural gas liquids, and
  (C) natural gas;

(ii) the following on a per barrel basis for conventional crude oil and natural gas liquids and on a per thousand cubic feet basis for natural gas
  (A) the average net product prices received,
  (B) royalties,
  (C) operating expenses, specifying the particular items included, and
  (D) netback received;

(iii) the average net product price received for the following, if the Issuer's production of the following is material to the Issuer's overall production,
  (A) light and medium conventional crude oil,
  (B) heavy conventional crude oil, and
  (C) synthetic crude oil; and

(iv) the dollar amounts expended on
  (A) property acquisition,
  (B) exploration, including drilling, and
  (C) development, including facilities.

(i) Future Commitments — A description of the Issuer's future material commitments to buy, sell, exchange or transport oil or gas, stating for each commitment separately

(i) the aggregate price;
(ii) the price per unit;
(iii) the volume to be purchased, sold, exchanged or transported; and

(iv) the term of the commitment.

(j) Exploration and Development — A description of the Issuer's current and contemplated exploration or development activities, to the extent they are material.

The Corporation does not have oil or gas operations. This section is not applicable.

5. Selected Consolidated Financial Information

5.1 Annual Information — Provide the following financial data for the Issuer in summary form for each of the last three completed financial years and any period subsequent to the most recent financial year end for which financial statements have been prepared, accompanied by a discussion of the factors affecting the comparability of the data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions and major changes in the direction of the Issuer's business:

(a) Net sales or total revenues.

For the year ended December 31, 2017, the Corporation had negative revenues of ($376,827), attributable to trading losses. For the year ended December 31, 2016, the Corporation had trading losses totalling ($196,957). For the year ended December 31, 2015, the Corporation had trading revenue of $17,260.

(b) Income from continuing operations, in total and on a per share basis and fully diluted per share basis, calculated in accordance with the Handbook.

Not Applicable.

(c) Net income or loss, in total and on a per share and fully diluted per share basis, calculated in accordance with the Handbook.

The Corporation's net earnings (losses) are as follows:

For the year ended December 31, 2017, the Corporation had net losses ($1,159,405). Basic and diluted losses per share is ($0.13).

For the year ended December 31, 2016, the Corporation had net losses of ($341,251). Basic and diluted losses per share is ($0.04).

For the year ended December 31, 2015, the Corporation had net losses of ($150,244). Basic and diluted losses of ($0.02).

(d) Total assets.

The Corporation's total assets as of December 31, 2017 are $4,132,979.

The Corporation's total assets as of December 31, 2016 are $5,301,845.

The Corporation's total assets as of December 31, 2015 are $3,510,794.

(e) Total long-term financial liabilities as defined in the Handbook.

The Corporation's has no long-term liabilities as of December 31, 2017.

The Corporation's only long-term liability as of December 31, 2016 was deferred income taxes of $148,921.

The Corporation only long-term liability as of December 31, 2015 was deferred income taxes of $261,169.

(f) Cash dividends declared per share for each class of share.

The Corporation has not paid dividends on its shares nor does it intend to do so in the foreseeable future. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund future growth, the financial condition of the Corporation and other factors that the board of directors of the Corporation may consider appropriate in the circumstances.

(g) Such other information as the Issuer believes would enhance an understanding of and would highlight other trends in financial condition and results of operations.

Please see "Management's Discussion and Analysis" – Appendix 1 'Selected Annual Information', and 'Results of Operations'

5.2 Quarterly Information — For each of the eight most recently completed quarters ending at the end of the most recently completed financial year, provide the information required in paragraphs (a), (b) and (c) of Section 5.1

Please refer to "Management's Discussion and Analysis" – Appendix 1 'Summary of Quarterly Results'

5.3 Dividends

(a) Describe any restriction that could prevent the Issuer from paying dividends.

The shares of the Corporation are not subject to any restrictions that would prevent the Corporation from paying dividends.

(b) Disclose the Issuer's dividend policy and if a decision has been made to change the dividend policy, disclose the intended change in dividend policy.

The Corporation does not intend to declare or pay dividends in the foreseeable future. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund future growth, the financial condition of the Corporation and other factors that the board of directors of the Corporation may consider appropriate in the circumstances.

5.4 Foreign GAAP — An Issuer may present the selected consolidated financial information required in this section on the basis of foreign GAAP if

(a) the Issuer's primary financial statements have been prepared using foreign GAAP; and
(b) if the Issuer is required under applicable securities legislation to have reconciled its financial statements to Canadian GAAP at the time of filing its financial statements or the Issuer has otherwise done so, a cross reference to the notes to the financial statements containing the reconciliation of the financial statements to Canadian GAAP is included.

No financial information has been presented on the basis of foreign GAAP. This section is not applicable.

6. Management's Discussion and Analysis

Please refer to Appendix 1

<u>Annual MD&A</u>

Date

6.1 Specify the date of the MD&A. The date of the MD&A must be no earlier than the date of the auditor’s report on the financial statements for the Issuer’s most recently completed financial year.

Overall Performance

6.2 Provide an analysis of the Issuer's financial condition, results of operations and cash flows. Discuss known trends, demands, commitments, events or uncertainties that are reasonably likely to have an effect on the Issuer's business. Compare the Issuer's performance in the most recently completed financial year to the prior year's performance. The analysis should address at least the following:

(a) operating segments that are reportable segments as those terms are used in the Handbook;

(b) other parts of the business if

(i) they have a disproportionate effect on revenues, income or cash needs; or
(ii) there are any legal or other restrictions on the flow of funds from one part of the Issuer's business to another;

(c) industry and economic factors affecting the Issuer's performance;
(d) why changes have occurred or expected changes have not occurred in the Issuer's financial condition and results of operations; and
(e) the effect of discontinued operations on current operations.

Selected Annual Information

6.3 Provide the following financial data derived from the Issuer's financial statements for each of the three most recently completed financial years:

(a) net sales or total revenues;
(b) income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis;
(c) net income or loss, in total and on a per-share and diluted per-share basis;
(d) total assets;
(e) total long-term financial liabilities; and
(f) cash dividends declared per-share for each class of share.

6.4 Discuss the factors that have caused period to period variations including discontinued operations, changes in accounting policies, significant acquisitions or dispositions and changes in the direction of the Issuer's business, and any other information the Issuer believes would enhance an understanding of, and would highlight trends in, financial condition and results of operations.

Results of Operations

6.5 Discuss management's analysis of the Issuer's operations for the most recently completed financial year, including

(a) net sales or total revenues by operating business segment, including any changes in such amounts caused by selling prices, volume or quantity of goods or services being sold, or the introduction of new products or services;
(b) any other significant factors that caused changes in net sales or total revenues;
(c) cost of sales or gross profit;
(d) for issuers that have significant projects that have not yet generated operating revenue, describe each project, including the Issuer's plan for the project and the status of the project relative to that plan, and expenditures made and how these relate to anticipated timing and costs to take the project to the next stage of the project plan;
(e) for resource issuers with producing mines, identify milestones such as mine expansion plans, productivity improvements, or plans to develop a new deposit;
(f) factors that caused a change in the relationship between costs and revenues, including changes in costs of labour or materials, price changes or inventory adjustments;
(g) commitments, events, risks or uncertainties that you reasonably believe will materially affect the Issuer's future performance including net sales, total revenue and income or loss before discontinued operations and extraordinary items;
(h) effect of inflation and specific price changes on the Issuer's net sales and total revenues and on income or loss before discontinued operations and extraordinary items;
(i) a comparison in tabular form of disclosure you previously made about how the Issuer was going to use proceeds (other than working capital) from any financing, an explanation of variances and the impact of the variances, if any, on the Issuer's ability to achieve its business objectives and milestones; and
(j) unusual or infrequent events or transactions.

Summary of Quarterly Results

6.6 Provide the following information in summary form, derived from the Issuer's financial statements, for each of the eight most recently completed quarters:

(a) net sales or total revenues;
(b) income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis; and

(c) net income or loss, in total and on a per-share and diluted per-share basis.

Discuss the factors that have caused variations over the quarters necessary to understand general trends that have developed and the seasonality of the business.

Liquidity

6.7 Provide an analysis of the Issuer's liquidity, including

(a) its ability to generate sufficient amounts of cash and cash equivalents, in the short term and the long term, to maintain the Issuer's capacity, to meet the Issuer's planned growth or to fund development activities;
(b) trends or expected fluctuations in the Issuer's liquidity, taking into account demands, commitments, events or uncertainties;
(c) its working capital requirements;
(d) liquidity risks associated with financial instruments;
(e) if the Issuer has or expects to have a working capital deficiency, discuss its ability to meet obligations as they become due and how you expect it to remedy the deficiency;
(f) balance sheet conditions or income or cash flow items that may affect the Issuer's liquidity;
(g) legal or practical restrictions on the ability of subsidiaries to transfer funds to the Issuer and the effect these restrictions have had or may have on the ability of the Issuer to meet its obligations; and
(h) defaults or arrears or anticipated defaults or arrears on

(i) dividend payments, lease payments, interest or principal payment on debt;
(ii) debt covenants during the most recently completed financial year; and
(iii) redemption or retraction or sinking fund payments,

and how the Issuer intends to cure the default or arrears.

Capital Resources

6.8 Provide an analysis of the Issuer's capital resources, including

(a) commitments for capital expenditures as of the date of the Issuer's financial statements including
(i) the amount, nature and purpose of these commitments;
(ii) the expected source of funds to meet these commitments; and
(iii) expenditures not yet committed but required to maintain the Issuer's capacity, to meet the Issuer's planned growth or to fund development activities;

(b) known trends or expected fluctuations in the Issuer's capital resources, including expected changes in the mix and relative cost of these resources; and
(c) sources of financing that the Issuer has arranged but not yet used.

Off-Balance Sheet Arrangements

6.9 Discuss any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Issuer including, without limitation, such considerations as liquidity and capital resources. This discussion shall include their business purpose and activities, their economic substance, risks associated with the arrangements, and the key terms and conditions associated with any commitments, including

(a) a description of the other contracting party(ies);
(b) the effects of terminating the arrangement;
(c) the amounts receivable or payable, revenues, expenses and cash flows resulting from the arrangement;
(d) the nature and amounts of any other obligations or liabilities arising from the arrangement that could require the Issuer to provide funding under the arrangement and the triggering events or circumstances that could cause them to arise; and
(e) any known event, commitment, trend or uncertainty that may affect the availability or benefits of the arrangement (including any termination) and the course of action that management has taken, or proposes to take, in response to any such circumstances.

Transactions with Related Parties

6.10 Discuss all transactions involving related parties as defined by the Handbook.

6.11 Discuss and analyze fourth quarter events or items that affected the Issuer's financial condition, cash flows or results of operations, including extraordinary items, year-end and other adjustments, seasonal aspects of the Issuer's business and dispositions of business segments.

Proposed Transactions

6.12 Discuss the expected effect on financial condition, results of operations and cash flows of any proposed asset or business acquisition or disposition if the Issuer's board of directors, or senior management who believe that confirmation of the decision by the board is probable, have decided to proceed with the transaction. Include the status of any required shareholder or regulatory approvals.

Changes in Accounting Policies including Initial Adoption

6.13 Discuss and analyze any changes in the Issuer's accounting policies, including

(a) for any accounting policies that management has adopted or expects to adopt subsequent to the end of the most recently completed financial year, including changes management has made or expects to make voluntarily and those due to a change in an accounting standard or a new accounting standard that you do not have to adopt until a future date,

(i) describe the new standard, the date the Issuer required to adopt it and, if determined, the date the Issuer plans to adopt it;
(ii) disclose the methods of adoption permitted by the accounting standard and the method management expects to use;
(iii) discuss the expected effect on the Issuer's financial statements, or if applicable, state that management cannot reasonably estimate the effect; and
(iv) discuss the potential effect on the Issuer's business, for example technical violations or default of debt covenants or changes in business practices; and

(b) for any accounting policies that management has initially adopted during the most recently completed financial year,

(i) describe the events or transactions that gave rise to the initial adoption of an accounting policy;
(ii) describe the accounting principle that has been adopted and the method of applying that principle;
(iii) discuss the effect resulting from the initial adoption of the accounting policy on the Issuer's financial condition, changes in financial condition and results of operations;
(iv) if the Issuer is permitted a choice among acceptable accounting principles,

(A) state that management made a choice among acceptable alternatives;
(B) identify the alternatives;
(C) describe why management made the choice that you did; and
(D) discuss the effect, where material, on the Issuer's financial condition, changes in financial condition and results of operations under the alternatives not chosen; and

(v) if no accounting literature exists that covers the accounting for the events or transactions giving rise to management's initial adoption of the accounting policy, explain management's decision regarding which accounting principle to use and the method of applying that principle.

Financial Instruments and Other Instruments

6.14 For financial instruments and other instruments,

(a) discuss the nature and extent of the Issuer's use of, including relationships among, the instruments and the business purposes that they serve;
(b) describe and analyze the risks associated with the instruments;
(c) describe how management manages the risks in paragraph (b), including a discussion of the objectives, general strategies and instruments used to manage the risks, including any hedging activities;
(d) disclose the financial statement classification and amounts of income, expenses, gains and losses associated with the instrument; and

(e) discuss the significant assumptions made in determining the fair value of financial instruments, the total amount and financial statement classification of the change in fair value of financial instruments recognized in income for the period, and the total amount and financial statement classification of deferred or unrecognized gains and losses on financial instruments.

Please see Appendix 1 – "Management's Discussion and Analysis"

<u>Interim MD&A</u>

6.15 Specify the date of the interim MD&A.

The last completed MD&A is for the twelve months ended December 31, 2017, and was made as of April 30, 2018.

6.16 Interim MD&A must update the Issuer's annual MD&A for all disclosure required by sections 6.2 to 6.14 except sections 6.3 and 6.4. This disclosure must include

(a) a discussion of management's analysis of

(i) current quarter and year-to-date results including a comparison of results of operations and cash flows to the corresponding periods in the previous year;
(ii) changes in results of operations and elements of income or loss that are not related to ongoing business operations;
(iii) any seasonal aspects of the Issuer's business that affect its financial condition, results of operations or cash flows; and

(b) a comparison of the Issuer's interim financial condition to the Issuer's financial condition as at the most recently completed financial year-end.

Additional Disclosure for Issuers without Significant Revenue

6.17

(1) Unless the information is disclosed in the financial statements to which the annual or interim MD&A relates, an Issuer that has not had significant revenue from operations in either of its last two financial years must disclose a breakdown of material components of

(a) capitalized or expensed exploration and development costs;
(b) expensed research and development costs;
(c) deferred development costs;
(d) general and administration expenses; and
(e) any material costs, whether capitalized, deferred or expensed, not referred to in paragraphs (a) through (d)

and if the Issuer's business primarily involves mining exploration and development, the analysis of capitalized or expensed exploration and development costs must be presented on a property-by-property basis.

(2) The disclosure in the annual MD&A must be for the two most recently completed financial years and the disclosure in the interim MD&A for the each year-to-date interim period and the comparative period presented in the interim statements.

This section is not applicable.

7. Market for Securities

7.1 Identify the exchange(s) and quotation system(s) on which the Issuer's securities are listed and posted for trading or quoted.

The shares of the Corporation are listed on the CSE.

8. Consolidated Capitalization

8.1 Describe any material change in, and the effect of the material change on, the share and loan capital of the Issuer, on a consolidated basis, since the date of the comparative financial statements for the Issuer's most recently completed financial year contained in the Listing Statement.

There was no issuance of new shares in 2017. As at December 31, 2017 there were 9,232,888 common shares issued and outstanding, compared with 9,232,888 as at December 31, 2016.

9. Options to Purchase Securities

9.1 State, in tabular form, as at a specified date not more than 30 days before the date of the Listing Statement, information as to options to purchase securities of the Issuer or a subsidiary of the Issuer that are held by

(a) all executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers as a group, indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies, without naming them;
(b) all executive officers and past executive officers of all subsidiaries of the Issuer as a group and all directors and past directors of those subsidiaries who are not also executive officers of the subsidiary as a group, in each case, without naming them and excluding individuals referred to in paragraph (a), indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies;
(c) all other employees and past employees of the Issuer as a group, without naming them;
(d) all other employees and past employees of subsidiaries of the Issuer as a group, without naming them;
(e) all consultants of the Issuer as a group, without naming them; and
(f) any other person or company, including the underwriter, naming each person or company.

On June 12, 2009, the shareholders of the Corporation approved a stock option plan (the "2009 Stock Option Plan") authorizing the issuance of incentive stock options (the "Options") to directors, officers, employees and consultants of the Corporation and its subsidiaries up to an aggregate of 10% of the issued shares from time to time. There are currently 9,232,888 common shares issued and outstanding, therefore the current number of Options issuable pursuant to the 2009 Stock Option Plan is 923,288 common shares, representing 10% of the issued and outstanding common shares as at the date hereof. As at December 31, 2017, no Options had been granted.

10. Prior Sales

10.1 State the description or the designation each class of equity or debt securities of the Issuer and describe all material attributes and characteristics, including

(a) dividend rights;
(b) voting rights;
(c) rights upon dissolution or winding-up;
(d) pre-emptive rights;
(e) conversion or exchange rights;
(f) redemption, retraction, purchase for cancellation or surrender provisions;
(g) sinking or purchase fund provisions;
(h) provisions permitting or restricting the issuance of additional securities and any other material restrictions;
(i) provisions requiring a securityholder to contribute additional capital;
(j) provisions for interest rate, maturity, and premium, if any of debt securities;
(k) the nature and priority of any security for debt securities, briefly identifying the principal properties subject to lien or charge;
(l) any material negative covenants, including restrictions against payment of dividends and restrictions against giving security on the assets of the Issuer or its subsidiaries, and provisions as to the release or substitution of assets securing debt securities;
(m) the name of the trustee under any indenture relating to debt securities and the nature of any material relationship between the trustee or any of its affiliates and the issuer or any of its affiliates; and
(n) any financial arrangements between the Issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.

The Corporation is authorized to issue an unlimited number of common shares. The Corporation has 9,232,888 common shares issued and outstanding as at December 31, 2017.

The holders of common shares of the Corporation are entitled to one vote for each common share held on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the board of directors of the Corporation out of the funds legally available therefore and to receive pro rata the remaining property of the Corporation on dissolution. The holders of the common shares have no pre-emptive or conversion rights. The rights attaching to the common shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

10.2 State the prices at which securities of the same class as the securities to be listed have been sold within the 12 months before the date of the Listing Statement, or are to be sold, by the Issuer or any Related Person and the number of securities of the class sold or to be sold at each price.

Not applicable.

10.3 Stock Exchange Price

(1) If shares of the same class as the shares to be listed were or are listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the Canadian stock exchange or market on which the greatest volume of trading generally occurs.

See table below

(2) If shares of the same class as the shares to be listed were or are not listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the foreign stock exchange or market on which the greatest volume of trading generally occurs.

Not applicable

(3) Information is to be provided on a monthly basis for each month or, if applicable, part month, of the current quarter and the immediately preceding quarter and on a quarterly basis for the next preceding seven quarters.

Period	Hi	Low	Volume
March 2018	-	-	-
February 2018	-	-	-
January 2018	.35	.35	500
December 2017	.35	.225	61,000
November 2017	.30	.065	809,000
October 2017	.07	.07	2,000
Q3 2017	.04	.04	8,000
Q2 2017	-	-	-
Q1 2017	.03	.025	7,000
Q4 2016	.02	.02	80,110
Q3 2016	.02	.02	318
Q2 2016	.075	.075	21,175
Q1 2016	.05	.05	1,813

11. Escrowed Securities

11.1 State as of a specified date within 30 days before the date of the Listing Statement, in substantially the following tabular form, the number of securities of each class of securities of the Issuer held, to the knowledge of the Issuer, in escrow (which, for the purposes of this Form includes any securities subject to a pooling agreement) and the percentage that number represents of the outstanding securities of that class. In a note to the table, disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow.

This section is not applicable.

12. Principal Shareholders

12.1 (1) Provide the following information for each principal shareholder of the Issuer as of a specified date not more than 30 days before the date of the Listing Statement:

(a) Name.
(b) The number or amount of securities owned of the class to be listed
(c) Whether the securities referred to in subsection 12(1)(b) are owned both of record and beneficially, of record only, or beneficially only.
(d) The percentages of each class of securities known by the Issuer to be owned.

Name of Shareholder	Number of Common Shares Owned as of December 31, 2017	Type of Ownership	Percentage of Issued and Outstanding Common Shares as of December 31, 2017 [fully diluted]
Michael G. Sheridan	6,291,525	Of Record and Beneficial	68.1%

Note:
(1) 9,232,888 common shares are issued and outstanding as of December 31, 2017.

(2) If the Issuer is requalifying following a fundamental change or has proposed an acquisition, amalgamation, merger, reorganization or arrangement, indicate, to the extent known, the holding of each person of company described in paragraph (1) that will exist after giving effect to the transaction.

This section is not applicable.

(3) If, to the knowledge of the Issuer, more than 10 per cent of any class of voting securities of the Issuer is held, or is to be held, subject to any voting trust or other similar agreement, disclose, to the extent known, the designation of the securities, the number or amount of the securities held or to be held subject to the agreement and the duration of the agreement.

State the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.

This section is not applicable.

(4) If, to the knowledge of the Issuer, any principal shareholder is an associate or affiliate of another person or company named as a principal shareholder, disclose, to the extent known, the material facts of the relationship, including any basis for influence over the Issuer held by the person or company other than the holding of voting securities of the Issuer.

This section is not applicable.

(5) In addition to the above, include in a footnote to the table, the required calculation(s) on a fully-diluted basis.

This section is not applicable.

13 Directors and Officers

13.1 List the name and municipality of residence of each director and executive officer of the Issuer and indicate their respective positions and offices held with the Issuer and their respective principal occupations within the five preceding years.

See section 13.5 below.

13.2 State the period or periods during which each director has served as a director and when his or her term of office will expire.

See section 13.5 below.

13.3 State the number and percentage of securities of each class of voting securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control or direction is exercised by all directors and executive officers of the Issuer as a group.

See section 13.5 below.

13.4 Disclose the board committees of the Issuer and identify the members of each committee.

See section 13.5 below.

13.5 If the principal occupation of a director or officer of the Issuer is acting as an officer of a person or company other than the Issuer, disclose the fact and state the principal business of the person or company.

Name and Municipality of Residence	Age	Position with Corporation	Principal Occupation for Five Preceding Years	Date Appointed Director and Term Expiry (if applicable)	Number of Common Shares Held and % (1)
Michael J. Doran(2)(3)(4) Toronto, Ontario	71	Director	President and Chief Executive Officer of the National Consulting Group, a Canadian based consulting firm specializing in strategic advice to business and government. He has served in the following capacities: Chairman, United Utilities Canada (1994-present); Chairman, Metcalfe Investments (2004-present), Director, Hatch Mott Macdonald Ltd. (1998-2006), and Director, Hatch Consulting Engineers (1996-2005).	June 12, 2009	200,000 (2.3%)
Michael G. Sheridan(2)(3)(4) Toronto, Ontario	56	Director	President, Chief Executive Officer, director and principal shareholder of Sheridan Brothers Limited Partnership, a Toronto based investment firm.	June 12, 2009	6,291,525 (68.1%)

Note:

(1) There are a total of 9,232,888 common shares issued and outstanding on a non-diluted basis.
(2) Member of Nominating & Corporate Governance Committee
(3) Member of Compensation Committee
(4) Member of Audit Committee

13.6 If a director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity,

(a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect; or
(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.

This section is not applicable.

13.7 Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

This section is not applicable.

13.8 If a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer, state the fact.

In the five years preceding the date of the Listing Application, no director or officer of the Corporation has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

13.9 Disclose particulars of existing or potential material conflicts of interest between the Issuer or a subsidiary of the Issuer and a director or officer of the Issuer or a subsidiary of the Issuer.

Certain of the directors and officers of the Corporation may also serve as directors and officers of other companies involved in mineral exploration and development and consequently, the possibility of conflict exists. Any decisions made by such directors involving the Corporation will be made in good faith with the Corporation and other such companies.

13.10 Management — In addition to the above provide the following information for each member of management:

(a) state the individual's name, age, position and responsibilities with the Issuer and relevant educational background,
(b) state whether the individual works full time for the Issuer or what proportion of the individual's time will be devoted to the Issuer,
(c) state whether the individual is an employee or independent contractor of the Issuer,
(d) state the individual's principal occupations or employment during the five years prior to the date of the Listing Statement, disclosing with respect to each organization as of the time such occupation or employment was carried on:
    (i) its name and principal business;
    (ii) if applicable, that the organization was an affiliate of the Issuer;

(iii) positions held by the individual; and
(iv) whether it is still carrying on business, if known to the individual;

(e) describe the individual's experience in the Issuer's industry; and
(f) state whether the individual has entered into a non-competition or non-disclosure agreement with the Issuer.

See Section 13.5.

14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% Issued (non-diluted)	% of Issued (fully-diluted)
Public Float				
Total Outstanding (A)	9,232,888	9,232,888	100%	100%
Held by Related Persons or employees of the Corporation or Related Person of the Corporation, or by persons or companies who beneficially own or control, directly or indirectly, more than 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than 5% voting position in the Corporation upon exercise or conversion of other securities held) (B)	6,491,525	6,491,525	70%	70%
Total Public Float (A-B)	2,741,363	2,741,363	30%	30%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)				
Total Tradeable Float (A-C)				

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

CLASS OF SECURITY		
Size of Holding	**Number of Holders**	**Total Number of Securities**
1-99 securities		
100 – 499 securities		

500 – 999 securities		
1,000 – 1999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities		

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

PUBLIC SECURITYHOLDERS (BENEFICIAL)		
Size of Holding	**Number of Holders**	**Total Number of Securities**
1-99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
-4,000 – 4,999 securities		
5,000 or more securities		
Unable to confirm		

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

NON-PUBLIC SECURITYHOLDERS (REGISTERED)		
Size of Holding	**Number of Holders**	**Total Number of Securities**
1-99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil

	2	6,491,525
	2	6,491,525

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
N/A	N/A	N/A

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

Not applicable.

15. Executive Compensation

15.1 Attach a Statement of Executive Compensation from Form 40 of Regulation 1015 of the Revised Regulations of Ontario, 1990 or any successor instrument and describe any intention to make any material changes to that compensation.

Summary Compensation Table

National Instrument 51-102 provides that information is to be disclosed setting forth all compensation paid to the Corporation's chief executive officer ("CEO") and chief financial officer ("CFO"), or individuals acting in a similar capacity, and each of the Corporation's three most highly compensated executive officers, other than the CEO and CFO, being the named executive officers ("NEOs"), whose total salary and bonus exceeded $150,000 during the twelve months ended December 31, 2017, 2016, and 2015. No executive officers received salary and bonuses in excess of $150,000 in any such periods.

NEO Name and Principal Position	Year	Annual Compensation			Long-Term Compensation			All Other Compensation ($)
					Awards	Payouts		
		Salary	Bonus	Other Annual Compensation ($)	Securities Under Options/SARs Granted (#)	Shares or Units Subject to Resale Restrictions ($)	LTIP Payouts ($)	

Eduard Ludwig, (Former CEO)	2017	$16,505	Nil	Nil	Nil	Nil	Nil	Nil
	2016	$30,000	Nil	Nil	Nil	Nil	Nil	Nil
	2015	$40,400	Nil	Nil	Nil	Nil	Nil	Nil
Michael Sheridan (CEO)	2017	25,000	Nil	Nil	Nil	Nil	Nil	Nil
	2016	25,000	Nil	Nil	Nil	Nil	Nil	Nil
	2015	4,167	Nil	Nil	Nil	Nil	Nil	Nil
David Molson (CFO)	2017	12,000	Nil	Nil	Nil	Nil	Nil	Nil
	2016	10,000	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jacqueline Lilley, (Former CFO)	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	2,000	Nil	Nil	Nil	Nil	Nil	Nil
	2015	12,000	Nil	Nil	Nil	Nil	Nil	Nil

Long Term Incentive Plans (LTIP Awards)

The Corporation does not currently have a LTIP, pursuant to which cash or non-cash compensation intended to serve as an incentive for performance (whereby performance is measured by reference to financial performance or the price of the Corporation's securities) was paid or distributed to the Named Executive Officers during the most recently completed fiscal year.

Stock Option Plan

The Corporation obtained shareholder approval on June 12, 2009 for the establishment of a rolling stock option plan (the "Stock Option Plan"), authorizing the issuance of incentive stock options ("Options") to directors, officers, employees and consultants of the Corporation and its affiliates up to an aggregate of 10% of the issued shares from time to time. There are currently 9,232,888 Common Shares issued and outstanding, therefore the current number of Option issuable pursuant to the Stock Option Plan is 923,288 Common Shares, representing 10% of the issued and outstanding Common Shares as at the date hereof. No Options have been granted pursuant to the Stock Option Plan.

The material terms of the Stock Option Plan are as follows:

1. Options may be granted to any director, officer, employee (part-time or full-time), service provider or consultant (collectively an "Eligible Person") of the Corporation or any subsidiary of the Corporation.

2. The maximum aggregate number of Common Shares reserved by the Corporation for issuance and which may be purchased upon the exercise of all Options shall not exceed 10% of the issued and outstanding shares of the Corporation (on a non-diluted basis).

3. The Options are non-assignable and may be exercised for a period not to exceed 10 years, such period and any vesting schedule to be determined by the Board.

4. The Option price of Common Shares which are the subject of any Option shall in no circumstances be lower than the market price of the Common Shares.

5. The maximum number of Common Shares which may be reserved for issuance to all insiders under the Stock Option Plan together with any other share compensation arrangement shall not exceed 10% of the Common Shares outstanding (on a non-diluted basis) from time to time.

6. The maximum number of Common Shares which may be issued to all insiders under the Stock Option Plan together with any other share compensation arrangement shall not exceed 10% of the Common Shares outstanding (on a non-diluted basis) from time to time.

7. The Board shall have the power and authority to approve amendments relating to the Stock Option Plan or to Options, without further approval of the Corporation's shareholders, to the extent that such amendments relate to:

(a) altering, extending or accelerating the terms and conditions of vesting of any Options;

(b) amending the termination provisions of an Option;

(d) amending the definitions contained within the Stock Option Plan, including but not limited to the definition of "Eligible Person" under the Stock Option Plan;

(e) amending or modifying the mechanics of exercise of the Options;

(f) amending the terms and conditions of any financial assistance which may be provided by the Corporation to optionees to facilitate the purchase of Common Shares under the Stock Option Plan, or adding, amending or removing any provisions for such financial assistance;

(g) effecting amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error, inconsistency or omission in or from the Stock Option Plan;

(h) effecting amendments necessary to comply with the provisions of applicable laws;

(i) effecting amendments respecting the administration of the Stock Option Plan; and

(j) effecting amendments necessary to suspend or terminate the Stock Option Plan.

<u>Interests of Management and Others in Material Transactions</u>

See 2.4.

<u>Termination of Employment, Change in Responsibilities and Employment Contracts</u>

Not applicable.

15.2 Exception — Despite Item 15.1, the disclosure required under Items V, VIII, IX and X of Form 40 may be omitted.

See para. 15.1 above.

16. Indebtedness of Directors and Executive Officers

16.1 (1) Disclose in substantially the following tabular form all indebtedness (other than routine indebtedness), and the other details prescribed in paragraph (2), for each individual who is, or at any time during the most recently completed financial year of the Issuer was, a director or executive officer of the Issuer, and each associate of such an individual,

(a) who is indebted to the Issuer or a subsidiary of the Issuer; or

(b) whose indebtedness to another entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or a subsidiary of the Issuer.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Name and Principal Position (a)	Involvement of Issuer or Subsidiary (b)	Largest Amount Outstanding During [Last Completed Financial Year] ($) (c)	Amount Outstanding as at [current date] ($) (d)	Financially Assisted Securities Purchases During [Last Completed Financial Year] (#) (e)	Security for Indebtedness (f)

This section is not applicable.

16.2 Include the following in the table required under paragraph 16.1:

(a) The name of the borrower (column (a)).
(b) If the borrower is a director or executive officer, the principal position of the borrower; if the borrower was, during the year, but no longer is a director or executive officer, include a statement to that effect; if the borrower is included as an associate of a director or executive officer, describe briefly the relationship of the borrower to any individual who is or, during the year, was a director or executive officer, name that individual and provide the information that would be required under this subparagraph for that individual if he or she was the borrower (column (a)).
(c) Whether the Issuer or a subsidiary of the Issuer is the lender or the provider of a guarantee, support agreement, letter of credit or similar arrangement or understanding (column (b)).
(d) The largest aggregate amount of the indebtedness outstanding at any time during the last completed financial year (column (c)).
(e) The aggregate amount of the indebtedness outstanding as at a specified date not more than 30 days before the date of Listing Statement (column (d)).
(f) If the indebtedness was incurred to purchase securities of the Issuer or of a subsidiary of the Issuer, separately for each class of securities the aggregate number of securities purchased during the last completed financial year with the financial assistance (column (e)).
(g) The security, if any, provided to the Issuer, a subsidiary of the Issuer or the other entity for the indebtedness (column (f)).

This section is not applicable.

16.3 Disclose in the introduction to the table required under paragraph (1) the aggregate indebtedness of all officers, directors, employees, and former officers, directors and employees of the Issuer or a subsidiary of the Issuer outstanding as at a specified date not more than 30 days before the date of the Listing Statement, that is owed to

(a) the Issuer or a subsidiary of the Issuer; or
(b) another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries.

This section is not applicable.

16.4 Disclose in a footnote to, or a narrative accompanying, the table required under paragraph (1)

(a) the material terms of the indebtedness and, if applicable, of each guarantee, support agreement, letter of credit or other similar arrangement or understanding, including the term to maturity, rate of interest and any understanding, agreement or intention to limit recourse, and the nature of the transaction in which the indebtedness was incurred;
(b) any material adjustment or amendment made to the terms of the indebtedness and, if applicable, the guarantee, support agreement, letter of credit or similar arrangement or understanding; and
(c) the class of the securities purchased with financial assistance from the Issuer or held as security for the indebtedness and, if the class of securities is not publicly traded, all material terms of the securities.

This section is not applicable.

17 Risk Factors

17.1 Describe the risk factors material to the Issuer that a reasonable investor would consider relevant to an investment in the Issuer, such as cash flow and liquidity problems, if any, experience of management, the general risks inherent in the business carried on by the Issuer, environmental and health risks, reliance on key personnel, the arbitrary establishment of the offering price, regulatory constraints, economic or political conditions and financial history and any other matter that in the opinion of the Issuer would be most likely to influence the investor's decision to purchase, hold or sell the Issuer's securities. Risks should be disclosed in the order of their seriousness in the opinion of the Issuer.

An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Please refer to "Risks and Uncertainties" in the enclosed MD&A.

18. Promoters

18.1 For a person or company that is, or has been within the two years immediately preceding the date of the Listing Statement, a promoter of the Issuer or of a subsidiary of the Issuer state

(a) the person or company's name;
(b) the number and percentage of each class of voting securities and equity securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control is exercised;

(c) the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter directly or indirectly from the Issuer or from a subsidiary of the Issuer, and the nature and amount of any assets, services or other consideration therefor received or to be received by the Issuer or a subsidiary of the Issuer; and

(d) for an asset acquired within the two years before the date of the Listing Statement or thereafter, or to be acquired, by the Issuer or by a subsidiary of the Issuer from a promoter

(i) the consideration paid or to be paid for the asset and the method by which the consideration has been or will be determined,

(ii) the person or company making the determination referred to in subparagraph (i) and the person or company's relationship with the Issuer, the promoter, or an associate or affiliate of the Issuer or of the promoter, and

(iii) the date that the asset was acquired by the promoter and the cost of the asset to the promoter.

Not applicable.

18.2 If a promoter or past promoter referred to in paragraph (1) has been a director, officer or promoter of any person or company during the 10 years ending on the date of Listing Statement, that

(a) was the subject of a cease trade or similar order, or an order that denied the person or company access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect; or

(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.

This section is not applicable.

18.3 Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a promoter or past promoter referred to in paragraph (1) has

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

This section is not applicable.

18.4 If a promoter or past promoter referred to in paragraph (1), or a personal holding company of such promoter, has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer, state the fact.

This section is not applicable.

19. Legal Proceedings

19.1 Describe any legal proceedings material to the Issuer to which the Issuer or a subsidiary of the Issuer is a party or of which any of their respective property is the subject matter and any such proceedings known to the Issuer to be contemplated, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

This section is not applicable.

20. Interest of Management and Others in Material Transactions

20.1 Describe, and state the approximate amount of, any material interest, direct or indirect, of any of the following persons or companies in any transaction within the three years before the date of the Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer:

(a) any director or executive officer of the Issuer.
(b) a security holder disclosed in the Listing Statement as a principal shareholder.
(c) an associate or affiliate of any of the persons or companies referred to in paragraphs 1 or 2.

Refer to MD&A, 'Transactions with Related Parties'.

21. Auditors, Transfer Agents and Registrars

21.1 State the name and address of the auditor of the Issuer.

DNTW Chartered Accountants, LLP
45 Sheppard Avenue East, Suite 703, Toronto, Ontario, M2N 5W9

21.2 State the names of the Issuer's transfer agent(s) and registrar(s) and the location (by municipalities) of the register(s) of transfers of that class of shares.

Capital Transfer Agency Inc.
390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2

22. Material Contracts

22.1 Give particulars of every material contract, other than contracts entered into in the ordinary course of business, that was entered into within the two years before the date of Listing Statement by the Issuer or a subsidiary of the Issuer.

Not applicable.

22.2 If applicable, attach a copy of any co-tenancy, unitholders' or limited partnership agreement.

This section is not applicable.

23 Interest of Experts

23.1 Disclose all direct or indirect interests in the property of the Issuer or of a Related Person of the Issuer received or to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement.

DNTW Chartered Accountants. LLP (the auditors of the Corporation) prepared auditors' reports to the directors of the Corporation on the Statements of Financial Position as of December 31, 2017 and 2016 and the Statements of Comprehensive Loss and Cash Flows for the twelve months ended December 31, 2017 and 2016. DNTW Chartered Accountants is independent of the Corporation with the meaning of applicable policies.

The foregoing professional firm and each of its respective partners, employees and associates, as a group, do not own beneficially, directly or indirectly, any of the securities of the Corporation.

23.2 Disclose the beneficial ownership, direct or indirect, by a person or company referred to in Item 23.1 of any securities of the issuer or any Related Person of the issuer.

See para. 23.1 above.

23.3 For the purpose of Item 23.2, if the ownership is less than one per cent, a general statement to that effect shall be sufficient.

See para. 23.1 above.

23.4 If a person, or a director, officer or employee of a person or company referred to in Item 23.1 is or is expected to be elected, appointed or employed as a director, officer or employee of the issuer or of any associate or affiliate of the issuer, disclose the fact or expectation.

This section is not applicable.

24. Other Material Facts

24.1 Give particulars of any material facts about the Issuer and its securities that are not disclosed under the preceding items and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

This section is not applicable.

25. Financial Statements

25.1 Provide the following audited financial statement for the Issuer:

(a) Copies of all financial statements including the auditor's reports required to be prepared and filed under applicable securities legislation for the preceding three years as if the issuer were subject to such law; and

(b) a copy of financial statements for any completed interim period of the current fiscal year.

Attached to this listing application are audited financial statements of the Corporation and the report of the auditors thereon for the twelve months ended December 31, 2017 and 2016.

25.2 For Issuers re-qualifying for listing following a fundamental change provide

(a) the information required in Items 5.1 to 5.3 for the target;
(b) financial statement for the target prepared in accordance with the requirements of Parts 4,5,6,7 8 and 9 of OSC Rule 41-501 as if the target were the Issuer;
(c) pro-forma consolidated financial statements for the New Issuer giving effect to the transaction for:

(i) the last full fiscal year of the Issuer and

(ii) any completed interim period of the current fiscal year.

This section is not applicable.

The first certificate below must be signed by the CEO, CFO, any person or company who is a promoter of the Issuer and two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the second certificate must also be signed by the CEO, CFO, any person or company who is a promoter of the target and two directors of the target.

CERTIFICATE OF THE ISSUER

The foregoing contains full, true and plain disclosure of all material information relating to God's Lake Resources Inc.. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto

this 30 day of Apr, 2018.

Sgd. "Michael Sheridan"

Michael Sheridan –

Chief Executive Officer

Sgd. "David Molson"

David Molson- Chief Financial Officer

Sgd. "Michael Sheridan"

Michael G. Sheridan - Director

Sgd. "Michael Doran"

Michael J. Doran - Director

APPENDIX 1

MANAGEMENT'S DISCUSSION AND ANALYSIS

GOD'S LAKE RESOURCES INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2017

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements of God's Lake Resources Inc. (the "Company"), for the year ended December 31, 2017 and the related notes. The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. This MD&A is prepared as of April 30, 2018.

The audited consolidated financial statements as at and for the year ended December 31, 2017 have been prepared in accordance with IFRS accounting policies.

The following MD&A may contain forward-looking statements. Forward-looking statements are based on current expectations that involve a number of risks and uncertainties which could cause actual events or results to differ materially from those reflected herein. Forward-looking statements are based on the estimates and opinions of management of the Company at the time the statements were made.

Additional information relating to the Company is on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

OVERALL PERFORMANCE

Subsequent to the resignation of the former CEO and Director, who was also the chief geologist for the Company, management undertook a review of the properties to determine the economic prospects of continuing exploration on the properties. On April 30, 2018 the Company announced its intention to discontinue exploration work on its mineral properties and to consider other business opportunities. In preparing for other opportunities, the Company undertook the settlement of its loans payable of $100,000 which are outstanding as of December 31, 2017.

The loans were settled through the assignment of all the shares of its wholly-owned subsidiary, Golden Brick, to the lenders AER Nickel Corporation Limited and Mini Metals Inc. At the time of transfer, the field equipment and exploration and evaluation assets comprise all of the assets and liabilities of Golden Brick. Both AER Nickel Corporation Limited and Mini Metals Inc. are companies controlled by a director of the Company.

Further announcements will be made on the status of the Company's search for a new business.

In addition to the information contained in this management discussion and analysis, and the risk factors discussed below under "Risks and Uncertainties", shareholders should carefully consider the risk factors which may have a material adverse effect on the business, financial condition or results of operations of the Company.

Going Concern

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown in these consolidated financial statements. These consolidated 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.

As at December 31, 2017, the Company had working capital of $1,524,019 (2016 - $2,074,078) and an accumulated deficit of $7,742,507 (2016 - $6,583,102). Subsequent to December 31, 2017, the Company sold its subsidiary owing all field equipment and exploration and evaluation assets, which comprised the principal assets of its mineral exploration business. The Company intends to consider other business opportunities over the course of the next fiscal year.

The identification of a new principal business is a material uncertainty that casts doubt about the Company's ability to continue as a going concern.

EXPLORATION AND EVALUATION ASSETS

The following is a continuity of the Company's exploration and evaluation assets for the year ended December 31, 2017:

	Muskasenda Lake Project	Castlewood Lake Project	Shaw Township Project	Total
Acquisition Costs				
Balance – December 31, 2016	$ -	$ 40,000	$ 31,021	$ 71,021
Additions	-	-	-	-
Impairment	-	-	(31,021)	(31,021)
Balance – December 31, 2017	$ -	$ 40,000	$ -	$ 40,000
Deferred Exploration Costs				
Balance – December 31, 2016	$ 52,552	$ 533,392	$ 166,998	$ 752,942
Additions				
Rehabilitation	-	-	-	-
Consulting	-	7,130	9,375	16,505
Travel	-	53	1,762	1,815
Supplies & Services	-	120	8,949	9,069
Contractor	-	2,750	-	2,750
Building	-	-	-	-
Reallocation	-	-	-	-
Impairment	(52,552)	(483,445)	(187,084)	(723,081)
Balance – December 31, 2017	$ -	$ 60,000	$ -	$ 60,000
Total – December 31, 2017	$ -	$ 100,000	$ -	$ 100,000

Muskasenda Lake Project

In September 2013, the Company acquired the Muskasenda Lake Project, which is a 100% interest in unpatented mining claims at no cost and with no underlying royalty, in English and Beemer Townships in the District of Cochrane, Porcupine Mining Division. The claims are accessible by road, approximately 40 kms south of Timmins, Ontario, Canada. Historic published information indicates numerous gold occurrences, some of which have been trenched and drilled. Exploration activities on this property included prospecting, geological mapping and sampling. As at December 31, 2017, the Company has 1 claim unit in the Muskasenda Lake Project (2016 – 12 claim units).

Castlewood Lake Project

On January 27, 2014, the Company acquired a 100% interest in one unpatented mining claim in the Castlewood Lake Area of the Thunder Bay Mining Division (the Sage Gold Project) for $40,000. A total of 16 claims were purchased.

This project is subject to a net smelter returns royalty as described in the audited consolidated financial statements.

Shaw Township Project

On November 4, 2014 the Company completed the purchase of a 100% interest in two patented mining claims, which include both mining and surface rights, in Shaw Township, near Timmins, Ontario. A commitment of $700 per annum is due to the City of Timmins for property tax and $80 per annum to the Ontario Government for maintaining its patents.

SELECTED ANNUAL INFORMATION

Statement of Financial Position Highlights

	December 31, 2017	December 31, 2016	December 31, 2015
Current Assets	4,032,979	4,443,578	2,701,353
Current Liabilities	2,508,960	2,369,500	124,950
Working Capital	1,524,019	2,074,078	2,576,403
Total Assets	4,132,979	5,301,845	3,510,794
Total Liabilities	2,508,960	2,518,421	386,119
Total Equity	1,624,019	2,783,424	3,124,675

Statement of Comprehensive Loss – years ended December 31, 2017, 2016 and 2015.

	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Total Revenue	(376,827)	(196,957)	17,260
Total Expenses	931,499	256,542	138,255
Loss Before Taxes	(1,308,326)	(453,499)	(120,995)
Deferred Income Tax Recovery (Loss)	(148,921)	(112,248)	29,249
Net Loss and Comprehensive Loss	(1,159,405)	(341,251)	(150,244)
Net Loss Per Common Share – basic and diluted	$(0.13)	$(0.04)	$(0.02)

RESULTS OF OPERATIONS

Year Ended December 31, 2017

For the year ended December 31, 2017, the Company had trading losses of ($376,827) compared to ($196,957) for the year ended December 31, 2016.

For the year ended December 31, 2017 the Company incurred expenses of $931,499 compared to $256,542 for 2016. The increase in expenses in 2017 is due to the impairment of exploration and evaluation assets of $754,102, and the impairment of field equipment of $27,443. There were no penalties and fines incurred in 2017 (2016 - $75,010).

Professional fees, being audit and legal services, were $33,129 in fiscal 2017 compared to $50,897 for fiscal 2016. This decrease was mainly due to lower legal fees.

Salaries and benefits remained consistent year over year at $25,000. There were no increases in pay rates.

Rent expenses for both 2017 and 2016 remained consistent at $24,000. Similarly, consulting fees for the CFO for both 2017 and 2016 remained consistent at $12,000.

Office and general expenses decreased slightly year over year, with fiscal 2017 at $21,790 compared with $22,511 for fiscal 2016. Filing fees increased slightly year over year, with fiscal 2017 being $9,215 and fiscal 2016 being $9,145.

Transaction costs for fiscal 2017 were $9,641 compared to $26,451 for fiscal 2016. The decrease was due to fewer trades being transacted.

Travel expenditures increased from $2,952 in fiscal 2016 to $8,318 in fiscal 2016.

Amortization decreased from $8,576 in fiscal 2016 to $6,861 in fiscal 2017, as the net book value of equipment was depreciated throughout 2017. No purchases of depreciable property were made in fiscal 2017.

Net loss for the year ended December 31, 2017 was $1,159,405, or approximately $0.13 per share compared to a net loss of $341,251 or $0.04 per share for the year ended December 31, 2016.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly results of the Company for the eight quarters prior to the effective date of this report. The information contained herein is drawn from the interim financial statements of the Company for each of the last eight quarters.

Year	2017	2017	2017	2017	2016	2016	2016	2016
Quarter	Dec 31	Sept 30	Jun 30	Mar 31	Dec 31	Sept 30	Jun 30	Mar 31
Working Capital	1,524,019	1,703,403	1,824,241	1,918,218	2,074,078	2,292,906	2,412,538	2,545,923
Net Loss Before Taxes	(958,340)	(116,305)	(88,192)	(145,489)	(197,468)	(107,827)	(124,661)	(23,543)
Net Loss per share - basic and diluted	(0.099) (0.099)	(0.010) (0.010)	(0.008) (0.008)	(0.013) (0.013)	(0.021) (0.021)	(0.014) (0.014)	(0.014) (0.014)	(0.003) (0.003)

QUARTERLY TREND ANALYSIS

The Company's net earnings before taxes have had some dramatic fluctuations from quarter to quarter, which are primarily based on economic, political and market conditions, directly affecting the securities trading activity, and the impairment of assets.

FOURTH QUARTER ENDED DECEMBER 31, 2017

Loss before taxes for the fourth quarter of 2017 was $958,340, in contrast to a loss before taxes in the fourth quarter of 2016 of $197,468. The increase in net loss before taxes was primarily related to the trading of securities, and the impairment of field equipment and exploration and evaluation assets.

EQUITY

The Company's issued capital as of December 31, 2017 and 2016 consists of 9,232,888 common shares. The Company does not have any stock options outstanding as of December 31, 2017 and 2016.

As at April 30, 2018, a total of 9,232,888 common shares were issued and outstanding.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a cash balance of $26,217 at December 31, 2017, compared to $29,526 as at December 31, 2016. As at December 31, 2017, the Company had working capital of $1,524,019, compared with working capital of $2,074,078 as at December 31, 2016.

The Company's equity was $1,624,019 as at December 31, 2017, compared to $2,783,424 as at December 31, 2016. Current liabilities increased to $2,508,960 at December 31, 2017, from $2,369,500 at December 31, 2016. This increase was primarily due to the Company's short security positions as at December 31, 2017.

The Company has sufficient working capital to meet its liabilities and commitments as they come due, as well as to continue exploration work on its properties.

Other than as discussed herein, the Company is not aware of any trends, demands, commitments, events or uncertainties that may result in the Company's liquidity or capital resources either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in the Company's liquidity and capital resources will be substantially determined by the success or failure of its new ventures.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

All transactions with related parties have occurred in the normal course of operations.

(a) The Company subleases its office space from Sheridan Brothers Limited Partnership, which is an entity controlled by a director. Rent paid for the year ended December 31, 2017 totaled $24,000 (2016 - $24,000) and is paid on a month-to-month basis.

(b) Key management personnel are defined as those individuals having authority and responsibility for planning, directing, and controlling the activities of the Company. God's Lake considers its directors and officers to be its key management personnel. Compensation paid to key management personnel was $53,505 and $67,000 in fiscal years 2017 and 2016, respectively. These expenditures were allocated as follows in the consolidated financial statements:

	2017	2016
Exploration and evaluation assets	$ 16,505	$ 30,000
Consulting fees	12,000	12,000
Salaries and benefits	25,000	25,000
	$ 53,505	$ 67,000

(c) As at December 31, 2016, the Company had advances of $16,737 due from its former CEO and advances of $6,401 due from its current interim CEO. These amounts were collected during the 2017 year, and as at December 31, 2017, the Company no longer has any advances due from officers or directors of the Company. These amounts were reported as sundry receivables on the consolidated statement of financial position.

(d) The Company has loans payable as follows:

	2017	2016
AER Nickel Corporation Limited (i)	$ 42,000	$ 42,000
Mini Metals Inc. (i)	58,000	58,000
	$ 100,000	$ 100,000

The above corporations are controlled by a director of the Company. These loans are unsecured, non-interest bearing, and are due on demand. These loans were provided to the Company for general working capital purposes.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment.

Exploration Stage Company and Exploration Risks

Junior natural resource issuers are typically focused primarily on the acquisition and exploration of resource properties. Such properties often have no established reserves. There is usually no assurance that any of the projects can be mined or operated profitably. Accordingly, it is not assured that such issuers will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of a junior natural resource issuer is often dependent upon developing and commercially mining or operating an economic deposit of minerals or oil and gas reserves which in itself is subject to numerous risk factors. The exploration and development of mineral and oil and gas deposits involves a high degree of financial risk over a significant period of time of which even a combination of careful evaluation, experience and knowledge of management may not eliminate. While discovery of ore-bearing or petroleum-hosting structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines or wells.
Major expenses may be required to establish reserves by drilling and to construct mining, processing and transport facilities at a particular site. It is impossible to ensure that the current exploration, development and production programs of a junior natural resource issuer will result in profitable commercial mining or oil and gas operations. The profitability of a junior natural resource issuer's operations will be, in part, directly related to the cost and success of its exploration and development programs which may be affected by a number of factors. Substantial expenditures are required to establish reserves which are sufficient to commercially mine resource and oil and gas properties and to construct, complete and install mining, processing and transport facilities in those properties that are actually mined and developed.

No History of Profitability

A junior natural resource issuer is typically a development or exploration stage company with no history of profitability. There can be no assurance that the operations of a junior natural resources issuer will be profitable in the future. A junior natural resource issuer often has limited financial resources and will require additional financing to acquire and further explore, develop, retain and engage in commercial production on its property interests and, if financing is unavailable for any reason, the junior natural resource issuer may become unable to acquire and retain its mineral concessions and carry out its business plan.

Government Regulations

A junior natural resource issuer's exploration operations will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining and oil and gas taxes and labour standards. In order for the junior natural resource issuer to carry out its mining and operating activities, its exploitation licences must be kept current. There is no guarantee that exploitation licences will be extended or that new exploitation licences will be granted. In addition, such exploitation licences could be changed and there can be no assurances that any application to renew any existing licences will be approved. The junior natural resource issuer may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The junior natural resource issuer will also have to obtain and comply with permits and licences which may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the junior natural resource issuer will be able to comply with any such conditions.

Market Fluctuation and Commercial Quantities

The market for minerals, oil and gas is influenced by many factors beyond the control of a junior natural resource issuer such as changing production costs, the supply and demand for minerals and petroleum products, the rate of inflation, the inventory of mineral producing corporations, the international economic and political environment, changes in international investment patterns, global or regional consumption patterns, costs of substitutes, currency availability and exchange rates, interest rates, speculative activities in connection with minerals and petroleum, and increased production due to improved mining and production methods. The metals industry in general is intensely competitive and there is no assurance that, even if commercial quantities and qualities of metals, oil and gas are discovered, a market will exist for the profitable sale of such metals, oil and gas. Commercial viability of precious and base metals and other mineral deposits and oil and gas reserves may be affected by other factors that are beyond the junior natural resource issuer's control including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure and the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, as well as environmental protection.

It is impossible to assess with certainty the impact of various factors that may affect commercial viability so that any adverse combination of such factors may result in the junior natural resource issuer not receiving an adequate return on invested capital.

Mining Risks and Insurance

A junior natural resource issuer is subject to risks normally encountered in the mining industry, such as unusual or unexpected geological formations, cave-ins or flooding. The junior natural resource issuer may become subject to liability for pollution, damage to life or property and other hazards of mineral and oil and gas exploration against which it or the operator if its exploration programs cannot insure or against which it or such operator may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral and oil and gas prospects or exploration and development and would have a material adverse affect on the financial position of the junior natural resource issuer.

Environmental Protection

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety, which may adversely affect a junior natural resource issuer or require it to expend significant funds.

Capital Investment

The ability of a junior natural resource issuer to continue exploration and development of its property interests will be dependent upon its ability to raise significant financing. There is no assurance that adequate financing will be available or that the terms of such financing will be favourable. Should a junior natural resource issuer not be able to obtain such financing, its properties may be lost entirely.

Key Executives

The Company is dependent on the services of key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as directors and officers of other companies involved in natural resource and oil and gas exploration and development and consequently, the possibility of conflict exists. Any decisions made by such directors involving the Company will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare, and refrain from voting on any matters in which such directors may have a conflict of interest.

CRITICAL ACCOUNTING ESTIMATES

Preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates, and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Information about significant areas of estimation uncertainty considered by management in preparing the consolidated financial statements are as follows:

Going Concern

Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. However, a material uncertainty exists that casts doubt about the Company's ability to continue as a going concern.

Fair Value of Securities Not Quoted in an Active Market

Where the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values.

Amount of Accrued Liabilities

Accrued liabilities are recorded based on an estimate of unbilled work performed by the Company's vendors as well as any other payments which the Company will be required to make in relation to the current year's operations. Management makes these estimates based on historical billings and its knowledge of current operations. These estimates will affect the reported amounts of accrued liabilities and expenses.

Deferred Tax Assets and Liabilities

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

Exploration and Evaluation Assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset. Furthermore, the assessment whether economically recoverable reserves exist is itself an estimation process. If, after expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the asset is deemed to be impaired and the amount capitalized is written off in the consolidated statements of comprehensive loss in the period when the new information becomes available.

Impairment of Assets

At each consolidated statement of financial position reporting date, the carrying amounts of the Company's assets or cash-generating units are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is assessed in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company reviews the recoverable amount of the cash-generating unit to which the asset belongs.

CHANGE IN ACCOUNTING POLICIES

Effective January 1, 2017, the Company has adopted the following new and revised standards, along with any consequential amendments. These changes were made in accordance with the applicable transitional provisions for which there was no significant impact on the Company's consolidated financial statements.

(a) IAS 7, *Statement of Cash Flows* ("IAS 7") - In January 2016, the IASB issued amendments to IAS 7 pursuant to which entities will be required to provide enhanced information about changes in their financial liabilities, including changes from cash flows and non-cash changes. The IAS 7 amendments are effective for annual periods beginning on or after January 1, 2017.

(b) IAS 12, *Income Taxes* ("IAS 12") - In January 2016, the IASB issued amendments to IAS 12, which clarify guidance on the recognition of deferred tax assets related to unrealized losses resulting from debt instruments that are measured at their fair value. The IAS 12 amendments are effective for annual periods beginning on or after January 1, 2017.

RECENT ACCOUNTING PRONOUNCEMENTS

The following are IFRS changes that have been issued by the IASB, which may affect the Company, but are not yet effective:

(a) IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"), was issued in May 2015, which replaced IAS 11, *Construction Contracts*, IAS 18, *Revenue Recognition*, IFRIC 13, *Customer Loyalty Programmes*, 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*. IFRS 15 provides a single, principles based five step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17; financial instruments and other contractual rights or obligations within the scope of IFRS 9, IFRS 10, *Consolidated Financial Statements* and IFRS 11, *Joint Arrangements*. In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The incremental costs of obtaining a contract must be recognized as an asset if the entity expects to recover these costs. The standard's requirements willalso apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 is required for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

(b) IFRS 16, *Leases* ("IFRS 16") was issued in January 2016 to improve the accounting for leases, generally by eliminating a lessees' classification of leases and introducing a single lessee accounting model. The most significant effect of the new standard will be the lessee's recognition of the initial present value of unavoidable future lease payments as lease assets and lease liabilities on the statement of financial position. Leases with durations of 12 months or less and leases for low value assets are both exempted. The measurement of the total lease expense over the term of a lease will be unaffected by the new standard. However, the new standard will result in the timing of lease expense recognition being accelerated for leases which would be currently accounted for as operating leases. The presentation on the statement of loss and other comprehensive loss required by the new standard will result in most lease expenses being presented as amortization of lease assets and financing costs arising from lease liabilities rather than as being a part of goods and services purchased. The standard is effective for annual periods beginning on or after January 1, 2019 and will supersede IAS 17 *Leases*. Earlier application is permitted.

(c) IFRS 2, *Share-based Payment* ("IFRS 2") - In June 2016, the IASB issued amendments to IFRS 2, which expands upon the guidance for recognizing a liability for cash-settlement of a share-based payment as well as transactions with a net settlement feature for withholding tax obligations. These amendments are effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

(d) IFRS 4, *Insurance Contracts* ("IFRS 4") - In September 2016, the IASB issued amendments to IFRS 4, which permits insurers to apply the overlay approach to designated financial assets and to reclassify in specified circumstances some or all of their financial assets so that the assets are measured at fair value through profit or loss. These amendments are effective for periods beginning on or after January 1, 2018. Earlier application is permitted.

The Company has not yet begun to assess the impact that the new and amended standards will have on its financial statements.

FINANCIAL RISK MANAGEMENT

Credit Risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfil its payment obligations. The Company's maximum exposure to credit risk as of December 31, 2017 is $4,006,485 (2016 - $4,149,939), being the value of its due from brokers and sundry receivables. These receivables consist of amounts due from the brokers holding the Company's investments, sales taxes recoverable from the Government of Canada and advances to a former director of the Company. Management believes these receivables are a low credit risk. There have been no changes to the Company's methods for managing credit risk during the year.

Liquidity Risk

Liquidity risk is the risk that the Company will have sufficient cash resources to meet its financial obligations as they come due. The Company does not generate cash flows from its principal operations of mineral exploration and relies on its cash balance and securities transactions to pay its liabilities. Management regularly reviews securities investments to ensure it maintains sufficient cash on hand for continued operations.

There have been no changes to management's methods for managing liquidity risk since December 31, 2016. The Company has working capital of $1,524,019 as of December 31, 2017 (2016 - $2,074,078) and in management's judgment, the Company has sufficient working capital to continue to fund its exploration work and to pay its liabilities for the next fiscal year.

The following is a maturity analysis of financial liabilities based on their contractual maturities:

	Payments due by period			
	Less than 1 year	**1 - 3 years**	**4 - 5 years**	**Total**
December 31, 2017				
Investments sold short	$ 2,350,663	$ -	$ -	$ 2,350,663
Accounts payable	58,297	-	-	58,297
Loans payable	100,000	-	-	100,000
	$ 2,508,960	$ -	$ -	$ 2,508,960
December 31, 2016				
Investments sold short	$ 2,102,007	$ -	$ -	$ 2,102,007
Accounts payable	167,493	-	-	167,493
Loans payable	100,000	-	-	100,000
	$ 2,369,500	$ -	$ -	$ 2,369,500

The following is a liquidity analysis of the Company's assets:

	Liquidity by period			
	Less than 1 year	More than 1 year	Non-liquid	Total
December 31, 2017				
Cash	$ 26,217	$ -	$ -	$ 26,217
Investments owned	277	-	-	277
Due from broker	3,992,171	-	-	3,992,171
Sundry receivables	14,314	-	-	14,314
Field equipment	-	-	-	-
Exploration and evaluation costs	-	-	100,000	100,000
	$ 4,032,979	$ -	$ 100,000	$ 4,132,979
December 31, 2016				
Cash	$ 29,526	$ -	$ -	$ 29,526
Investments owned	264,113	-	-	264,113
Due from broker	4,110,735	-	-	4,110,735
Sundry receivables	39,204	-	-	39,204
Field equipment	-	-	34,304	34,304
Exploration and evaluation costs	-	-	823,963	823,963
	$ 4,443,578	$ -	$ 858,267	$ 5,301,845

Market Risk

Market risk is comprised of equity price risk, foreign currency risk, and interest rate risk. The Company’s exposure to these risks is described below.

Equity Price Risk

Equity price risk is the risk that the fair value of, or future cash flows from, the Company’s financial instruments will significantly fluctuate due to changes in stock market prices. The value of the Company's investments owned and sold short are affected by changes in market prices. Management reduces its exposure to market prices by holding investments for short periods of time. There have been no changes in the Company's risk management strategies for the year ended December 31, 2017.

A sensitivity analysis of the impact on the net income (loss) of the Company for changes in the market prices of investments owned and sold short is presented below:

	2017	2016
Market rises by 10%	$ (235,049)	$ (183,760)
Market rises by 5%	(117,524)	(91,880)
No change	-	-
Market falls by 5%	117,524	91,880
Market falls by 10%	235,049	183,760

The above sensitivity analysis does not give effect to the timing of changes in fair value, or the effect of management actions that may be taken to mitigate unfavorable market movements. The effect of timing is relevant to the above analysis, as the Company holds several positions in options which have short term expiry dates.

Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in the rates of exchange on foreign currency would impact the Company's future cash flows. The Company is exposed to foreign exchange fluctuations in the following instruments denominated in United States ("US") dollars. There have been no changes in the Company's risk management strategies for the year ended December 31, 2017.

	2017	2016
Due from broker	$ 1,714,021	$ 1,782,428
Investments owned	277	63,063
Investments sold short	(2,350,663)	(2,102,007)
Accounts payable	(13,081)	(14,086)
	$ (649,446)	$ (270,602)

A sensitivity analysis of the impact on the Company's net income (loss) for changes in the exchange rate on US dollars is presented below:

	2017	2016
Increases by 4%	$ (25,978)	$ (10,824)
Increases by 2%	(12,989)	(5,412)
No change	-	-
Decreases by 2%	12,989	5,412
Decreases by 4%	25,978	10,824

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this document, which are not historical facts are forward looking statements that involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward looking statements. Factors that could cause differences include, but are not limited to, volatility and sensitivity to market prices for base metals, environmental and safety issues, changes in government regulations and policies and significant changes in the supply-demand fundamentals for base metals that could negatively affect prices. Although the Company believes that the assumptions used are reasonable, these statements should not be heavily relied upon. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

APPENDIX 2

FINANCIAL STATEMENTS

GOD'S LAKE RESOURCES INC.
(AN EXPLORATION STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2017 AND 2016
(Presented in Canadian Dollars)

GOD'S LAKE RESOURCES INC.

(AN EXPLORATION STAGE COMPANY)

DECEMBER 31, 2017 AND 2016

CONTENTS

DNTW Toronto LLP
Chartered Professional Accountants
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
God's Lake Resources Inc.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of God's Lake Resources Inc., which comprise the consolidated statement of financial position as at December 31, 2017 and 2016, and the consolidated statements of comprehensive loss, changes in equity, and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of God's Lake Resources Inc. as at December 31, 2017 and 2016, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 2 of the notes to the consolidated financial statements which describes a material uncertainty that may cast doubt about God's Lake Resources Inc.'s ability to continue as a going concern.

DNTW Toronto LLP

April 27, 2018
Toronto, Ontario

Chartered Professional Accountants
Licensed Public Accountants

GOD'S LAKE RESOURCES INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2017 AND 2016
(Presented in Canadian Dollars)

		2017	2016
ASSETS			
Current Assets			
Cash		$ 26,217	$ 29,526
Investments owned, at fair value	4	277	264,113
Due from broker		3,992,171	4,110,735
Sundry receivables		14,314	39,204
Total Current Assets		4,032,979	4,443,578
Long Term Assets			
Field equipment	5	-	34,304
Exploration and evaluation assets	6	100,000	823,963
Total Long Term Assets		100,000	858,267
Total Assets		$ 4,132,979	$ 5,301,845
LIABILITIES AND EQUITY			
Current Liabilities			
Investments sold short, at fair value	4	$ 2,350,663	$ 2,102,007
Accounts payable and accrued liabilities		58,297	167,493
Loans payable	7	100,000	100,000
Total Current Liabilities		2,508,960	2,369,500
Long Term Liabilities			
Deferred tax liability	8	-	148,921
Total Liabilities		2,508,960	2,518,421
Commitments	9		
Equity			
Share capital	10	8,948,742	8,948,742
Contributed surplus	10	417,784	417,784
Deficit		(7,742,507)	(6,583,102)
Total Equity		1,624,019	2,783,424
Total Liabilities and Equity		$ 4,132,979	$ 5,301,845

Going Concern (Note 2)

Approved on Behalf of the Board

Signed - "Michael Sheridan"
Director

Signed - "Michael Doran"
Director

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

GOD'S LAKE RESOURCES INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016
(Presented in Canadian Dollars)

		2017	2016
REVENUE			
Net realized losses on disposal of investments		$ (225,136)	$ (83,305)
Net change in unrealized losses on investments		(151,691)	(113,652)
		(376,827)	(196,957)
EXPENSES			
Professional fees		33,129	50,897
Salaries		25,000	25,000
Rent	11 (a)	24,000	24,000
Office and general		21,790	22,511
Consulting fees		12,000	12,000
Transaction costs		9,641	26,451
Filing fees		9,215	9,145
Travel		8,318	2,952
Amortization		6,861	8,576
Penalties and fines		-	75,010
Impairment of field equipment	6	27,443	-
Impairment of exploration and evaluation assets	6	754,102	-
		931,499	256,542
LOSS BEFORE TAXES		(1,308,326)	(453,499)
Deferred income tax expense (recovery)	12	(148,921)	(112,248)
NET LOSS AND COMPREHENSIVE LOSS		$ (1,159,405)	$ (341,251)
LOSS PER SHARE			
Basic and diluted		$ (0.13)	$ (0.04)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING			
Basic and diluted		9,232,888	9,232,888

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

GOD'S LAKE RESOURCES INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016
(Presented in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total Equity
Balance at December 31, 2015	9,232,888	$ 8,948,742	$ 417,784	$ (6,241,851)	$ 3,124,675
Net loss	-	-	-	(341,251)	(341,251)
Balance at December 31, 2016	9,232,888	$ 8,948,742	$ 417,784	$ (6,583,102)	$ 2,783,424
Net loss	-	-	-	(1,159,405)	(1,159,405)
Balance at December 31, 2017	9,232,888	$ 8,948,742	$ 417,784	$ (7,742,507)	$ 1,624,019

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

GOD'S LAKE RESOURCES INC.
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016
(Presented in Canadian Dollars)

	2017	2016
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss	$ (1,159,405)	$ (341,251)
Adjustments for non-cash item:		
Net realized losses on disposal of investments	225,136	83,305
Net unrealized losses on investments	151,691	113,652
Amortization	6,861	8,576
Income tax expense (recovery)	(148,921)	(112,248)
Impairment of field equipment	27,443	-
Impairment of exploration and evaluation assets	754,102	-
Changes in non-cash working capital:		
Sundry receivables	24,890	18,835
Accounts payable and accrued liabilities	(109,196)	142,543
	(227,399)	(86,588)
CASH FLOWS PROVIDED BY INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(30,139)	(57,402)
Increase (decrease) in due from broker	118,564	(1,756,140)
Cost of purchasing investments	(6,362,104)	(66,873,393)
Proceeds on disposal of investments	6,497,769	68,770,670
	224,090	83,735
NET DECREASE IN CASH	(3,309)	(2,853)
CASH, BEGINNING OF YEAR	29,526	32,379
CASH, END OF YEAR	$ 26,217	$ 29,526

SUPPLEMENTAL CASH FLOW INFORMATION		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -

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

1. NATURE OF BUSINESS

God's Lake Resources Inc. (the "Company"), was incorporated in Ontario in 1923, until it was continued federally under the laws of Canada in 1978. The Company is engaged in the acquisition, exploration and development of properties for the mining of precious and base metals.

The Company is domiciled in the Province of Ontario, and its registered office address is 73 Richmond Street West, Suite 212 in Toronto, Ontario, M5H 4E8, and its common shares are listed on the Canadian Securities Exchange under the symbol GLR.

The Board approved these consolidated financial statements for issue on April 27, 2018.

2. BASIS OF PREPARATION

Going Concern

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown in these consolidated financial statements. These consolidated 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.

As at December 31, 2017, the Company had working capital of $1,524,019 (2016 - $2,074,078) and an accumulated deficit of $7,742,507 (2016 - $6,583,102). Subsequent to December 31, 2017, the Company sold its subsidiary owing all field equipment and exploration and evaluation assets, which comprised the principal assets of its mineral exploration business. The Company intends to consider other business opportunities over the course of the next fiscal year.

The identification of a new principal business is a material uncertainty that casts doubt about the Company's ability to continue as a going concern.

Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Significant accounting estimates, judgments, and assumptions used or exercised by management in preparation of these consolidated financial statements are presented below.

2. BASIS OF PREPARATION (Continued)

Basis of Presentation

These consolidated financial statements have been prepared using the historical cost convention except for certain financial instruments which are measured at fair value.

Functional and Presentation Currency

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

Basis of Consolidation

These consolidated financial statements include the financial statements of God's Lake Resources Inc. and its wholly-owned subsidiary, Golden Brick Exploration Inc. ("Golden Brick"), which is a corporation formed under the laws of the Province of Ontario. This subsidiary is fully consolidated from the date of acquisition, being the date on which the Company obtained control, and will continue to be consolidated until the date that such control ceases. The financial statements of the subsidiary are prepared for the same reporting period as the Company, using consistent accounting policies. All intercompany account balances and transactions have been eliminated upon consolidation.

Critical Accounting Judgments, Estimates, and Assumptions

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities as at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates, and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Information about significant areas of estimation uncertainty considered by management in preparing the consolidated financial statements are as follows:

Going Concern

Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. However, a material uncertainty exists that casts doubt about the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION (Continued)

Critical Accounting Judgments, Estimates, and Assumptions (Continued)

Fair Value of Investments in Securities Not Quoted in an Active Market

Where the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. Changes in estimates and assumptions about these inputs affects the reported fair value.

Deferred Tax Assets

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent that it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable income, together with future tax planning strategies.

Exploration and Evaluation Assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment to determine whether future economic benefits are likely, through successful exploration and development or sale of the asset, or whether activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of reserves and resources is itself an estimation process that requires varying degrees of uncertainty depending on how the resources are classified.

These estimates directly impact when the Company defers exploration and evaluation expenditures. The deferral policy requires management to make certain estimates and assumptions about future events and circumstances whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the asset is deemed to be impaired and the amount capitalized is written off in the consolidated statements of comprehensive loss in the period when the new information becomes available.

2. BASIS OF PREPARATION (Continued)

Critical Accounting Judgments, Estimates, and Assumptions (Continued)

Impairment of Assets

At the end of each financial reporting period, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss or reversal of previous impairment. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs of disposal and value in use.

The assessments require the use of estimates and assumptions such as long-term mineral prices (considering current and historical prices, price trends, and related factors), discount rates, operating costs, future capital requirements, decommissioning costs, exploration potential, reserves, and operating performance (which includes production and sales volumes). These estimates and assumptions are subject to risk and uncertainty. Therefore, there is a possibility that changes in circumstances will impact these projections, which may impact the recoverable amount of assets. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented.

Cash

Cash consists of deposits at Canadian chartered banks which are available on demand.

Due From Broker

Amounts due from brokers represent cash deposited with securities brokers.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Exploration and Evaluation Assets

Exploration and evaluation assets include the costs of acquiring licenses and claims, exploratory drilling, geological and geophysical activities, acquisition of mineral and surface rights, directly attributable expenses and technical studies. Exploration and evaluation expenditures are capitalized as exploration and evaluation assets when the technical feasibility and commercial viability of extracting mineral reserves have yet to be determined. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

Exploration and evaluation assets are measured at cost and are not depleted or depreciated. Exploration and evaluation assets, net of any impairment loss, are transferred to property and equipment when proved and/or probable reserves are determined to exist.

When a project is deemed to no longer have commercial viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss. The Company assesses exploration and evaluation assets for impairment when facts or circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Field Equipment

Field equipment is stated at historical cost, less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The carrying amounts of equipment are depreciated to their estimated residual value, over the estimated useful lives of each significant component, as follows:

Mineral exploration equipment	20% straight-line

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of Long-Lived Assets

The Company assesses assets or groups of assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. The recoverable amount is the higher of its fair value less costs to sell and its value in use. Where the carrying amount of an asset group exceeds its recoverable amount, the asset or asset group is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset or the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. Any previously recognized loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reverse is recognized in the consolidated statement of comprehensive income (loss). After such reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Exploration and evaluation assets are allocated to cash generate units ("CGU") for the purpose of assessing such assets for impairment. CGU is defined as the lowest levels for which there are separately identifiable independent cash inflows. Each CGU to which an exploration and evaluation asset is allocated shall not be larger than an operating segment.

Revenue Recognition

Purchases and sales of investments are recognized on the trade date. Realized gains and losses on disposal and unrealized gains and losses in the value of investments are reflected in the consolidated statement of comprehensive loss. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed, so as to recognize the full realized gain or loss in the period of disposition. All transaction costs associated with the purchase and sale of investments are expensed as incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments Owned and Investments Sold Short

(i) Classification:

Investments owned and sold short are classified upon initial recognition at fair value through profit or loss ("FVTPL").

(ii) Recognition, derecognition, and measurement:

Purchases and sales of investments are recognized on the trade date.

Investments owned and sold short are initially recognized at fair value. Transaction costs are expensed as incurred in the consolidated statements of comprehensive loss. Investments are derecognized when the rights to receive cash flows from the security have expired or the Company has transferred the financial asset.

Subsequent to initial recognition, all investments owned and sold short are measured at fair value. Gains and losses arising from changes in the fair value of Investments are recognized in the consolidated statement of comprehensive income (loss) in the period in which they occur.

(iii) Determination of fair values:

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the consolidated financial statements. The Company is also required to disclose details of its financial instrument measured at fair value based on the transparency of inputs used in measuring the fair value.

1. Listed securities:

    a. Securities including shares, options, and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices on the period-end date. If there were no trades on the period-end date, the Company uses the closing trade price on the last day that the security traded. These instruments are included in Level 1 in the fair value hierarchy.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments Owned and Investments Sold Short (Continued)

(iii). Determination of fair values (Continued):

2. Unlisted securities:

All unlisted securities are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of securities may (depending upon the circumstances) be adjusted using one or more of the valuation indicators described below. These instruments are included in Level 3 of the fair value hierarchy.

The determinations of fair value of the Company's private company securities at other than initial cost are subject to certain limitations. Financial information for private companies in which the Company has invested may not be available and, even if available, that information may be limited and/or unreliable. Use of the valuation approach described below may involve uncertainties and determinations based on the Company's judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of an unlisted security should be adjusted upward or downward at the end of each reporting period.

The fair value of an unlisted security may be adjusted if:

a. there has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the security is set to the value at which that financing took place;

b. there have been significant corporate, political or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the security will be based on management's judgement and any value estimated may not be realized or realizable;

c. the investee company is placed into receivership or bankruptcy;

d. based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern;

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments Owned and Investments Sold Short (Continued)

(iii). Determination of fair values (Continued):

2. Unlisted securities (Continued):

   e. receipt/denial by the investee company of environmental, mining, aboriginal or similar approvals, which allow the investee company to proceed/prohibit with its project(s);

   f. filing by the investee company of a National Instrument 43-101 technical report in respect of a previously non-compliant resource;

   g. release by the investee company of positive/negative exploration results; and

   h. important positive/negative management changes by the investee company that the Company's management believes will have a very positive/negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

   Adjustments to the fair value of a private company security will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values may differ from values that would be realized if a ready market existed. In addition, the amounts at which the Company's private company securities could be disposed of currently may differ from the carrying value assigned.

(iv) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments At Amortized Cost

Financial assets that are managed to collect contractual cash flows on specified dates are classified as subsequently measured at amortized cost using the effective interest method. These financial assets are recognized initially at fair value plus directly attributable transaction costs.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred substantially all of the risks and rewards of the asset. The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired, the impairment provision is based upon the expected loss.

Financial liabilities, other than those classified as FVTPL are classified as subsequently measured at amortized cost using the effective interest method. These financial liabilities are recognized initially at fair value net of directly attributable transaction costs.

The effective interest method is a method for calculating the amortized cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity. Common shares issued for consideration other than cash, are valued based on their market value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in the private placements to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing market price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as contributed surplus.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss Per Share

Basic net loss per share is calculated based on the weighted average number of common shares outstanding during the year. Diluted net loss per share is determined by adjusting the weighted average number of common shares outstanding for the effects of all potentially dilutive shares. Instruments which would be anti-dilutive are not included in the calculation of diluted loss per share.

Share-Based Payments

The Company's stock option plan allows Company employees, directors, officers and consultants to acquire shares of the Company. The fair value of options granted is recognized as share-based payment expense with a corresponding increase in equity reserves. Fair value is measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest. In situations where equity instruments are issued to consultants and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Decommissioning and Restoration Provisions

Decommissioning and restoration provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation and discount rates. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows discounted for the market discount rate. Over time the discounted liability is increased for the changes in the present value based on the current market discount rates and liability risks. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably. Changes in reclamation estimates are accounted for prospectively as a change in the corresponding capitalized cost.

The Company did not have any decommissioning and restoration provisions for the years presented.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

(i) Current income tax:

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current income tax relating to items recognized directly in equity is recognized in equity and not through profit or loss.

(ii) Deferred tax:

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that profit will be available against which the deductible temporary difference and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the consolidated statements of financial position date. Deferred tax relating to items recognized directly in equity is also recognized in equity and not in the consolidated statements of comprehensive loss.

The carrying amount of deferred tax assets is reviewed at each consolidated statement of financial position date and reduced to the extent that it is no longer probable that sufficient profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each consolidated statement of financial position date and are recognized to the extent that it has become probable that future profit will allow the deferred tax asset to be recovered. The Company does not record deferred tax assets to the extent that it considers deductible temporary differences, the carry-forward of unused tax credits and unused tax losses cannot be utilized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Change in Accounting Policies

Effective January 1, 2017, the Company has adopted the following new and revised standards, along with any consequential amendments. These changes were made in accordance with the applicable transitional provisions for which there was no significant impact on the Company's consolidated financial statements.

(a) IAS 7, *Statement of Cash Flows* ("IAS 7") - In January 2016, the IASB issued amendments to IAS 7 pursuant to which entities will be required to provide enhanced information about changes in their financial liabilities, including changes from cash flows and non-cash changes. The IAS 7 amendments are effective for annual periods beginning on or after January 1, 2017.

(b) IAS 12, *Income Taxes* ("IAS 12") - In January 2016, the IASB issued amendments to IAS 12, which clarify guidance on the recognition of deferred tax assets related to unrealized losses resulting from debt instruments that are measured at their fair value. The IAS 12 amendments are effective for annual periods beginning on or after January 1, 2017.

Recent Accounting Pronouncements

The following are IFRS changes that have been issued by the IASB, which may affect the Company, but are not yet effective:

(a) IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"), was issued in May 2015, which replaced IAS 11, *Construction Contracts*, IAS 18, *Revenue Recognition*, IFRIC 13, *Customer Loyalty Programmes*, 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*. IFRS 15 provides a single, principles based five step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17; financial instruments and other contractual rights or obligations within the scope of IFRS 9, IFRS 10, *Consolidated Financial Statements* and IFRS 11, *Joint Arrangements*. In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The incremental costs of obtaining a contract must be recognized as an asset if the entity expects to recover these costs. The standard's requirements willalso apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 is required for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

(b) IFRS 16, *Leases* ("IFRS 16") was issued in January 2016 to improve the accounting for leases, generally by eliminating a lessees' classification of leases and introducing a single lessee accounting model. The most significant effect of the new standard will be the lessee's recognition of the initial present value of unavoidable future lease payments as lease assets and lease liabilities on the statement of financial position. Leases with durations of 12 months or less and leases for low value assets are both exempted. The measurement of the total lease expense over the term of a lease will be unaffected by the new standard. However, the new standard will result in the timing of lease expense recognition being accelerated for leases which would be currently accounted for as operating leases. The presentation on the statement of loss and other comprehensive loss required by the new standard will result in most lease expenses being presented as amortization of lease assets and financing costs arising from lease liabilities rather than as being a part of goods and services purchased. The standard is effective for annual periods beginning on or after January 1, 2019 and will supersede IAS 17 *Leases*. Earlier application is permitted.

(c) IFRS 2, *Share-based Payment* ("IFRS 2") - In June 2016, the IASB issued amendments to IFRS 2, which expands upon the guidance for recognizing a liability for cash-settlement of a share-based payment as well as transactions with a net settlement feature for withholding tax obligations. These amendments are effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

(d) IFRS 4, *Insurance Contracts* ("IFRS 4") - In September 2016, the IASB issued amendments to IFRS 4, which permits insurers to apply the overlay approach to designated financial assets and to reclassify in specified circumstances some or all of their financial assets so that the assets are measured at fair value through profit or loss. These amendments are effective for periods beginning on or after January 1, 2018. Earlier application is permitted.

The Company has not yet begun to assess the impact that the new and amended standards will have on its financial statements.

4. INVESTMENTS OWNED AND SOLD SHORT, AT FAIR VALUE

Investments Owned

The components of investments owned are as follows:

	2017		2016	
	Cost	Fair Value	Cost	Fair Value
Equities	$ -	$ -	$ 281,228	$ 264,113
Options	1,141	277	-	-
	$ 1,141	$ 277	$ 281,228	$ 264,113

Investments Sold Short

The components of securities sold short are as follows:

	2017		2016	
	Proceeds	Fair Value	Proceeds	Fair Value
Equities	$ 2,080,215	$ 2,349,782	$ 1,999,329	$ 2,101,719
Options	526	881	698	288
	$ 2,080,741	$ 2,350,663	$ 2,000,027	$ 2,102,007

Fair Value Hierarchy

All long and short securities are categorized into Level 1 of the fair value hierarchy and are measured based on quoted market prices, with one exception. As at December 31, 2016, the Company held one long position in a public company that is not listed on a securities exchange. This security was categorized into Level 3 of the fair value hierarchy and was valued based on non-observable market inputs. During the year, the security was sold at cost and derecognized. No gain or loss was realized on the disposal.

There were no transfers between levels of the fair value hierarchy during the years presented.

The following table presents the changes in fair value measurements of financial instruments classified as Level 3.

4. INVESTMENTS OWNED AND SOLD SHORT, AT FAIR VALUE (Continued)

Fair Value Hierarchy (Continued)

	2017	2016
Opening balance – beginning of year	$ 200,000	$ 200,000
Purchases	-	-
Proceeds on sale	(200,000)	-
Net realized gains (losses)	-	-
Net unrealized gains (losses)	-	-
Transfers out of Level 3	-	-
Closing balance – end of year	$ -	$ 200,000

5. FIELD EQUIPMENT

The following is a continuity schedule of field equipment:

Cost	2017	2016
Balance – beginning of year	$ 59,555	$ 59,555
Additions	-	-
Disposals	-	-
Balance – end of year	$ 59,555	$ 59,555

Accumulated Amortization	2017	2016
Balance – beginning of year	$ 25,251	$ 16,675
Amortization	6,861	8,576
Impairment	27,443	-
Balance – end of year	$ 59,555	$ 25,251

Carrying Value	2017	2016
Balance	$ -	$ 34,304

As described in note 16, on April 25, 2018, the Company disposed of its wholly-owned subsidiary, Golden Brick, which owns all of the field equipment. As part of the disposal, none of the consideration received was attributed to the field equipment due to its used condition. As a result, management has determined that the carrying value of the field equipment is not recoverable as at December 31, 2017 and has recorded an impairment of $27,443 in the consolidated statement of comprehensive loss to reduce the field equipment to its recoverable amount.

6. EXPLORATION AND EVALUATION ASSETS

The following is a continuity of the Company's exploration and evaluation assets for the year ended December 31, 2017:

	Muskasenda Lake Project	Castlewood Lake Project	Shaw Township Project	Total
Acquisition Costs				
Balance – December 31, 2016	$ -	$ 40,000	$ 31,021	$ 71,021
Additions	-	-	-	-
Impairment	-	-	(31,021)	(31,021)
Balance – December 31, 2017	$ -	$ 40,000	$ -	$ 40,000
Deferred Exploration Costs				
Balance – December 31, 2016	$ 52,552	$ 533,392	$ 166,998	$ 752,942
Additions				
Rehabilitation	-	-	-	-
Consulting	-	7,130	9,375	16,505
Travel	-	53	1,762	1,815
Supplies & Services	-	120	8,949	9,069
Contractor	-	2,750	-	2,750
Building	-	-	-	-
Reallocation	-	-	-	-
Impairment	(52,552)	(483,445)	(187,084)	(723,081)
Balance – December 31, 2017	$ -	$ 60,000	$ -	$ 60,000
Total – December 31, 2017	$ -	$ 100,000	$ -	$ 100,000

As described in note 16, on April 25, 2018, the Company disposed of its wholly-owned subsidiary, Golden Brick, which owns all of the exploration and evaluation assets. At the date of disposition, the carrying value of the exploration and evaluation assets was $854,102, and the principal amount of the loans payable was $100,000. As part of the disposal, the consideration received of $100,000 was attributed entirely to the Castlewood Lake Project as it was determined to have the best prospects for future development. As a result, management has determined that the carrying value of the exploration and evaluation assets was not recoverable as at December 31, 2017 and has recorded an impairment of $754,102 in the consolidated statement of comprehensive loss to reduce the exploration and evaluation assets to their recoverable amount.

6. EXPLORATION AND EVALUATION ASSETS (Continued)

The following is a continuity of the Company's exploration and evaluation assets for the year ended December 31, 2016:

	Muskasenda Lake Project	Castlewood Lake Project	Shaw Township Project	Total
Acquisition Costs				
Balance – December 31, 2015	$ -	$ 40,000	$ 31,021	$ 71,021
Additions	-	-	-	-
Impairment	-	-	-	-
Balance – December 31, 2016	$ -	$ 40,000	$ 31,021	$ 71,021
Deferred Exploration Costs				
Balance – December 31, 2015	$ 49,424	$ 497,866	$ 148,250	$ 695,540
Additions				
Rehabilitation	-	-	-	-
Consulting	-	22,500	7,500	30,000
Travel	473	378	1,828	2,679
Supplies & Services	1,555	6,128	9,420	17,103
Contractor	1,100	6,520	-	7,620
Building	-	-	-	-
Reallocation	-	-	-	-
Impairment	-	-	-	-
Balance – December 31, 2016	$ 52,552	$ 533,392	$ 166,998	$ 752,942
Total – December 31, 2016	$ 52,552	$ 573,392	$ 198,019	$ 823,963

Muskasenda Lake Project

In September 2013, the Company acquired the Muskasenda Lake Project, which is a 100% interest in unpatented mining claims at no cost and with no underlying royalty, in English and Beemer Townships in the District of Cochrane, Porcupine Mining Division. The claims are accessible by road, approximately 40 kms south of Timmins, Ontario, Canada. Historic published information indicates numerous gold occurrences, some of which have been trenched and drilled. Exploration activities on this property included prospecting, geological mapping and sampling. As at December 31, 2017, the Company has 1 claim unit in the Muskasenda Lake Project (2016 – 12 claim units).

6. EXPLORATION AND EVALUATION ASSETS (Continued)

Castlewood Lake Project

On January 27, 2014, the Company acquired a 100% interest in one unpatented mining claim in the Castlewood Lake Area of the Thunder Bay Mining Division (the Sage Gold Project) for $40,000. A total of 16 claims were purchased.

This project is subject to a net smelter returns royalty as described in note 9.

Shaw Township Project

On November 4, 2014 the Company completed the purchase of a 100% interest in two patented mining claims, which include both mining and surface rights, in Shaw Township, near Timmins, Ontario. A commitment of $700 per annum is due to the City of Timmins for property tax and $80 per annum to the Ontario Government for maintaining its patents.

7. LOANS PAYABLE

The Company has loans payable as follows:

	2017	2016
AER Nickel Corporation Limited (i)	$ 42,000	$ 42,000
Mini Metals Inc. (i)	58,000	58,000
	$ 100,000	$ 100,000

(i) The above corporations are controlled by a director of the Company. These loans are unsecured, non-interest bearing, and are due on demand. These loans were provided to the Company for general working capital purposes.

These loans were settled on April 25, 2018 as described in note 16.

8. DEFERRED TAX ASSET (LIABILITY)

The components of deferred income taxes have been determined at the combined federal and provincial statutory rate of 26.50% (2016 – 26.50%) and are as follows:

	2017	2016
Exploration and evaluation assets	$ 49,436	$ (194,027)
Investments owned and sold short	67,927	29,875
Field equipment	-	(1,095)
Non-capital losses	-	265
Net capital losses	74,955	16,061
Asset not recognized	(192,318)	-
Deferred income tax asset (liability)	$ -	$ (148,921)

9. COMMITMENTS

Mineral Claims

In order to keep its mining claims in good standing with the Ontario Ministry of Northern Development and Mines, the Company is required to perform work totaling $4,800 on the claims for the Muskasenda Lake by December 2018, and $6,400 on the Castlewood Lake claims. The due dates for these commitments ranged from August 7, 2016 to October 20, 2018. If the Company does not perform the required work on a claim before the due date, it will forfeit its rights to the claim.

Royalty

The Castlewood Lake Project is subject to a net smelter returns royalty of 3% for precious metals and 2% for base metals payable to the original property vendors.

10. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares, no par value.

(b) Issued and Outstanding

	Number of Common Shares		Amount
Balance as of December 31, 2015, 2016 and 2017	9,232,888	$	8,948,742

(c) Stock Option Plan

The Company has a stock option plan (the "Plan"), whereby it can grant options for the purchase of common shares to its directors, officers and certain consultants. The maximum aggregate number of shares that may be issuable pursuant to options granted under the Plan shall not exceed 10% of the issued and outstanding shares of the Company. No more than 5% of the issued shares of the Company may be granted to any one optionee, and no more than 2% of the issued shares of the Company may be granted to any one consultant or employee conducting "Investor Relations Activities" in any twelve-month period. The options are non-transferable and non-assignable and may be granted for a term not exceeding five years. The exercise price of the options is fixed by the board of directors of the Company at the time of grant at the market price of the common shares, subject to all applicable regulatory requirements. The Company did not grant any options during the years ended December 31, 2017 or 2016. The Company currently does not have any options outstanding.

(d) Loss Per Share

Basic and diluted loss per common share are calculated as follows:

Numerator:		**2017**		**2016**
Net loss	$	(1,159,405)	$	(341,251)

Denominator:	**2017**	**2016**
Weighted average number of common shares outstanding – basic and diluted	9,232,888	9,232,888

Loss per share:		**2017**		**2016**
Basic and Diluted	$	(0.13)	$	(0.04)

11. RELATED PARTY TRANSACTIONS

All transactions with related parties have occurred in the normal course of operations.

(a) The Company subleases its office space from Sheridan Brothers Limited Partnership, which is an entity controlled by a director. Rent paid for the year ended December 31, 2017 totaled $24,000 (2016 - $24,000) and is paid on a month-to-month basis.

(b) Key management personnel are defined as those individuals having authority and responsibility for planning, directing, and controlling the activities of the Company. God's Lake considers its directors and officers to be its key management personnel. Compensation paid to key management personnel was $53,505 and $67,000 in fiscal years 2017 and 2016, respectively. These expenditures were allocated as follows in the consolidated financial statements:

	2017	2016
Exploration and evaluation assets	$ 16,505	$ 30,000
Consulting fees	12,000	12,000
Salaries and benefits	25,000	25,000
	$ 53,505	$ 67,000

(c) The Company has loans payable to two related corporations as described in note 7.

(d) As at December 31, 2016, the Company had advances of $16,737 due from its former CEO and advances of $6,401 due from its current interim CEO, which are presented as sundry receivables on the consolidated statement of financial position. These amounts were collected during the 2017 year, and as at December 31, 2017, the Company no longer has any advances due from officers or directors of the Company.

12. INCOME TAXES

The following is a reconciliation of income tax expense to the combined federal and provincial statutory income tax rate:

	2017	2016
Loss before taxes	$ (1,308,326)	$ (453,499)
Statutory tax rate	26.5%	26.5%
Expected tax recovery at statutory rates	(346,706)	(120,177)
Non-taxable portion of trading gains	51,207	29,602
Difference in tax rates on investment income	(45,740)	(21,673)
Deferred tax asset not recognized	192,318	-
Income tax expense (recovery)	$ (148,921)	$ (112,248)

12. INCOME TAXES (Continued)

The components of income tax expense are as follows:

	2017	2016
Current income taxes	$ -	$ -
Deferred income taxes (recovery)	(148,921)	(112,248)
Income tax expense (recovery)	$ (148,921)	$ (112,248)

13. MANAGEMENT OF CAPITAL

The Company includes the following in its managed capital:

	2017	2016
Common shares	$ 8,948,742	$ 8,948,742
Contributed surplus	417,784	417,784
Deficit	(7,742,507)	(6,583,102)
	$ 1,624,019	$ 2,783,424

The Company's objectives when managing capital is to ensure that it maintains the level of capital necessary to continue its exploration work for viable mineral properties. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company and the anticipated future requirements of its mineral property.

The Company will continue to assess new properties and seek to acquire an interest in them if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of a business. The Company is not subject to externally imposed capital requirements.

14. SEGMENTED INFORMATION

The Company has one operating and geographic segment, which is the acquisition, exploration, and evaluation of Canadian resource properties. All of the Company's operations, assets, and revenues belong to this segment.

15. FINANCIAL INSTRUMENTS

Credit Risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfil its payment obligations. The Company's maximum exposure to credit risk as of December 31, 2017 is $4,006,485 (2016 - $4,149,939), being the value of its due from brokers and sundry receivables. These receivables consist of amounts due from the brokers holding the Company's investments, sales taxes recoverable from the Government of Canada and advances to a former director of the Company in fiscal 2016. The directors' advances were repaid in 2017. Management believes these receivables are a low credit risk. There have been no changes to the Company's methods for managing credit risk during the year.

Liquidity Risk

Liquidity risk is the risk that the Company will have sufficient cash resources to meet its financial obligations as they come due. The Company does not generate cash flows from its principal operations of mineral exploration and relies on its cash balance and securities transactions to pay its liabilities. Management regularly reviews securities investments to ensure it maintains sufficient cash on hand for continued operations.

There have been no changes to management's methods for managing liquidity risk since December 31, 2016. The Company has working capital of $1,524,019 as of December 31, 2017 (2016 - $2,074,078) and in management's judgment, the Company has sufficient working capital to continue to fund its exploration work and to pay its liabilities for the next fiscal year.

The following is a maturity analysis of financial liabilities based on their contractual maturities:

	Payments due by period			
	Less than 1 year	1 - 3 years	4 - 5 years	Total
December 31, 2017				
Investments sold short	$ 2,350,663	$ -	$ -	$ 2,350,663
Accounts payable	58,297	-	-	58,297
Loans payable	100,000	-	-	100,000
	$ 2,508,960	$ -	$ -	$ 2,508,960
December 31, 2016				
Investments sold short	$ 2,102,007	$ -	$ -	$ 2,102,007
Accounts payable	167,493	-	-	167,493
Loans payable	100,000	-	-	100,000
	$ 2,369,500	$ -	$ -	$ 2,369,500

15. FINANCIAL INSTRUMENTS (Continued)

Liquidity Risk (Continued)

The following is a liquidity analysis of the Company's assets:

	Liquidity by period			
	Less than 1 year	More than 1 year	Non-liquid	Total
December 31, 2017				
Cash	$ 26,217	$ -	$ -	$ 26,217
Investments owned	277	-	-	277
Due from broker	3,992,171	-	-	3,992,171
Sundry receivables	14,314	-	-	14,314
Field equipment	-	-	-	-
Exploration and evaluation assets	-	-	100,000	100,000
	$ 4,032,979	$ -	$ 100,000	$ 4,132,979
December 31, 2016				
Cash	$ 29,526	$ -	$ -	$ 29,526
Investments owned	264,113	-	-	264,113
Due from broker	4,110,735	-	-	4,110,735
Sundry receivables	39,204	-	-	39,204
Field equipment	-	-	34,304	34,304
Exploration and evaluation assets	-	-	823,963	823,963
	$ 4,443,578	$ -	$ 858,267	$ 5,301,845

Market Risk

Market risk is comprised of equity price risk, foreign currency risk, and interest rate risk. The Company’s exposure to these risks is described below.

Equity Price Risk

Equity price risk is the risk that the fair value of, or future cash flows from, the Company’s financial instruments will significantly fluctuate due to changes in stock market prices. The value of the Company's investments owned and sold short are affected by changes in market prices. Management reduces its exposure to market prices by holding investments for short periods of time. There have been no changes in the Company's risk management strategies for the year ended December 31, 2017.

15. FINANCIAL INSTRUMENTS (Continued)

Market Risk (Continued)

Equity Price Risk (Continued)

A sensitivity analysis of the impact on the net income (loss) of the Company for changes in the market prices of investments owned and sold short is presented below:

	2017	2016
Market rises by 10%	$ (235,049)	$ (183,760)
Market rises by 5%	(117,524)	(91,880)
No change	-	-
Market falls by 5%	117,524	91,880
Market falls by 10%	235,049	183,760

The above sensitivity analysis does not give effect to the timing of changes in fair value, or the effect of management actions that may be taken to mitigate unfavorable market movements. The effect of timing is relevant to the above analysis, as the Company holds several positions in options which have short term expiry dates.

Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in the rates of exchange on foreign currency would impact the Company's future cash flows. The Company is exposed to foreign exchange fluctuations in the following instruments denominated in United States ("US") dollars. There have been no changes in the Company's risk management strategies for the year ended December 31, 2017.

	2017	2016
Due from broker	$ 1,714,021	$ 1,782,428
Investments owned	277	63,063
Investments sold short	(2,350,663)	(2,102,007)
Accounts payable	(13,081)	(14,086)
	$ (649,446)	$ (270,602)

15. FINANCIAL INSTRUMENTS (Continued)

Market Risk (Continued)

Foreign Currency Risk (Continued)

A sensitivity analysis of the impact on the Company's net income (loss) for changes in the exchange rate on US dollars is presented below:

	2017	2016
Increases by 4%	$ (25,978)	$ (10,824)
Increases by 2%	(12,989)	(5,412)
No change	-	-
Decreases by 2%	12,989	5,412
Decreases by 4%	25,978	10,824

16. SUBSEQUENT EVENT

On April 25, 2018, the Company entered into an agreement to sell the shares of its wholly-owned subsidiary, Golden Brick, in settlement of the loans payable to AER Nickel Corporation Limited and Mini Metals Inc. in the aggregate amount of $100,000 (see note 7). Golden Brick holds title to the field equipment and exploration and evaluation assets described in notes 5 and 6.

The Company will be considering other business opportunities as they present themselves over the course of the next fiscal year.