FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: NORTHERN SPHERE MINING CORP. (the "Issuer").

Trading Symbol: NSM

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

(a) Prepare this Quarterly 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 CNSX Issuer and any of its subsidiaries.

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

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

The Unaudited Interim Condensed Financial Statements for the three months ended March 31, 2016 (the "Financial Statements") are attached.

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

Other than those disclosed in Note 9 and 13 to the Unaudited Condensed Financial Statements for the three months ended March 31, 2017, there are no other related party transactions in the first quarter.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

No shares have been issued between January 1, 2014 and November 9, 2015.

Effective August 25, 2015 the Corporation approved a share consolidation of each issued and outstanding common shares of the Corporation on a one for twenty (1:20) basis, being one (1) post-consolidation share for each twenty (20) pre-consolidation shares outstanding. All figures and comparative figures in these statements reflect the stock consolidation retroactively.

On November 9, 2015, the Company raised $702,522 (net of finders' fees and legal costs) in a private placement and issued 7,094,084 common shares. Included in the transaction was a debt conversion of $384,408 of debt and payables, a debt forgiveness of $47,050 and a cash injection of $325,000.

On March 17, 2016, the Company entered into an advisory agreement with Fosters & Associates Financial Services Inc. ("Fosters") pursuant to which Fosters will provide advisory services to Northern Sphere for cash consideration and the issuance of 100,000 common share purchase warrants ("Advisory Warrants"). Each Advisory Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.25 per share for a period of two years from the date of issuance and subject to a four-month hold. The fair value of the Advisory Warrants issued was estimated to be $24,400 on the date of grant using the Black-Scholes option pricing model.

On November 30, 2015, the Company raised $38,114 (net of finders' fees and legal costs) in a private placement and issued 450,000 common shares.

In March and May, 2016, the Company completed a non-brokered private placement through the issuance of 2,810,000 common shares at a price of $0.20 per share for total net proceeds of $548,598 (net of finders' fees and legal costs).

April 4, 2016, 625,000 stock options were issued. The fair value of the incentive stock options granted was estimated to be $84,800 on the date of grant using the Black-Scholes option pricing model.

On June 10, 2016, the Company completed a non-brokered private placement through the issuance of 1,690,000 common shares at a price of $0.20 per share for net proceeds of $296,520 (net of finders' fees and legal costs).

In October 2016, the Company converted $86,862 of deposits from investors into equity through two debt settlement agreements. The settlement amount was calculated using the prevailing fair value of the common stock as of the date of the agreements resulting in a commitment to issue 434,310 common shares of the Company. The issuance of the shares was not executed until December 23, 2016, at which time the market value of the common stock was trading higher at $0.70. As a result of the delay in issuing the shares, the Company has recorded the exchange at the fair value prevailing on the date of the share issuance, or $304,107. The resulting loss of $217,155 has been recorded through the statement of earnings/loss and increases the share capital of the Company by this same amount.

In December, 2016, the Company completed a non-brokered private placement through the issuance of 5,245,000 units at a price of $0.20 per unit, with each unit consisting of one common share ("Common Share") and one common share purchase warrant ("Subscriber Warrant") for aggregate proceeds of $997,886 (net of finders' fees and legal costs). Each Subscriber Warrant will be exercisable to acquire one Common Share (a "Warrant Share") for a period of three years following the date of closing at an exercise price of $0.25 per Warrant Share. The Subscriber Warrants will be subject to an acceleration clause such that, if the closing price of the Common Shares is equal to or greater than $1.00 per share for a period of 20 consecutive trading days, the Company shall have the option, but not the obligation, to effect for an accelerated expiration date that shall be 20 calendar days from the issuance of a notice of acceleration. The fair value of the Subscriber Warrants issued was estimated to be $350,700 on the date of grant using the Black-Scholes option pricing model. The fair value of the Broker Warrants issued was estimated to be $36,500 on the date of grant using the Black-Scholes option pricing model.

On December 9, 2016, 300,000 stock options were issued. The fair value of the incentive stock options granted was estimated to be $46,400 on the date of grant using the Black-Scholes option pricing model.

On January 12, 2017, the Company issued 525,000 common share purchase options at a strike price of $0.60 and an expiry date of January 12, 2020 of which 425,000 were issued to members of its board, and the remaining 100,000 were issued to a consultant and an advisor. All options vest at the date of issuance.

The fair value of the options issued was estimated to be $194,600 on the date of grant using the Black-Scholes option pricing model

Summary of securities as at the end of the reporting period.

Provide the following information as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions – **unlimited number of common shares (see note10, Unaudited Condensed Financial Statements for the three months ended March 31, 2017)**

(b) number and recorded value for shares issued and outstanding – **As at March 31, 2017, 20,079,006 shares issued and outstanding, $7,185,206.**

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value – **as at March 31, 2017, there were 1,375,000 common stock options outstanding with an exercise price of $0.37 and a remaining life of 2.6 years. There were 5,476,600 warrants outstanding. See Note 10 and 13 in the Unaudited Condensed Financial Statements for the three months ended March 31, 2017 for further details.**

Subsequent to year end the following occurred.

In April 2017, issued 7,882,500 common shares and 7,882,500 common share purchase warrants and 80,000 broker warrants for gross proceeds of $3,153,000.

In April 2017, the Company completed a non-brokered private placement through the issuance of 7,882,500 units ("Units") at a price of $0.40 per unit, with each unit consisting of one common share ("Common Share") and one-half of one common share purchase warrant ("Warrant") for aggregate gross proceeds of $3,153,000. Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") for a period of two years following the date of closing at an exercise price of $0.60 per Warrant Share. In connection with this transaction, the Company paid $36,780 in finders' fees, and will pay legal fees of amounts yet to be finalized.

As part of the April 2017 private placement, Sheldon Inwentash, the Executive Chairman, purchased 775,000 of the Units for gross proceeds of $310,000. Of this investment, $60,000 was through ThreeD Capital Inc., a company controlled

by the Executive Chairman and an additional $250,000 was invested by Mr. Inwentash directly.

On May 23, 2017, the Company granted to its directors, officers and consultants 1,350,000 incentive stock options. Each Option entitles the holder thereof to purchase one Common Share at an exercise price of $0.50 per share for a period of five years from the date of the grant and subject to a four-month hold.

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer – **None**

3. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

- Directors:
  - Sheldon Inwentash, Executive Chairman
  - Bohdan Leshchyshen
    - Chairman of Governance Committee
  - Arthur John Carter
  - Denis Laviolette
  - Gerry Feldman
    - Chairman of Audit Committee
- Officers
  - Arthur John Carter – President, Chief Executive Officer
  - Monique L. Delorme – Chief Financial Officer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The management's discussion and analysis for the three months ended March 31, 2017 is attached hereto as Schedule "C".

SCHEDULE C

NORTHERN SPHERE MINING CORP.
Management's Discussion and Analysis
Period Ended March 31, 2017
Dated May 30, 2017 (Form 51-102F1)

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of the Company should be read in conjunction with Northern Sphere's unaudited interim condensed financial statements ("interim statements") and notes thereto as at and for the three months ended March 31, 2017 and the annual financial statements as at and for the years ended December 31, 2016 and 2015. The same accounting policies and methods of computation were followed in the preparation of the interim consolidated statements as were followed in the preparation and described in note 3 of the annual financial statements as at and for the years ended December 31, 2016 and 2015, except as otherwise indicated in section 1.10 below.
Unless indicated otherwise, all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts in this MD&A are reported in Canadian dollars unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at www.sedar.com and at the Company's website located at www.northernsphere.com

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to future events or the Company's future performance and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, but is not limited to the Company's anticipated investment activities and results and financing activities, the Company's future working capital requirements, the impact of changes in accounting policies and other factors on the Company's operating results, and the performance of global capital markets and interest rates, the exposure of its financial instruments to various risks and its ability to manage those risks, and the Company's ability to use tax resource pools and loss carry-forwards.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to the Company's ability to realize sufficient proceeds from the disposition of the investments (which will be based upon market conditions beyond the Company's control) or otherwise raise capital in order to fund obligations as they become due, the Company's ability to generate taxable income from operations and other risks included elsewhere in this MD&A under the headings "Risks" and in the Company's current annual information form and other public disclosure documents filed with certain Canadian securities regulatory authorities and available under the Company's profile at www.sedar.com.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Nature of the Business

Northern Sphere Mining Corp. (the "Company") is a mineral exploration company that has been focused on the acquisition and exploration of mineral resources.

The Company is a reporting issuer in the Province of Ontario and its common shares trade on the Canadian Stock Exchange ("CSE") under the symbol NSM.

Going concern uncertainty

The Company has incurred a loss in the three months ended March 31, 2017 of $855,791 (three months ended March 31, 2016 - $195,098) and has an accumulated deficit of $10,099,831 (December 31, 2016 – $6,066,914). The Company is a junior mineral exploration company and is subject to risks and challenges similar to other companies in a comparable stage.

There is no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of Northern Sphere's interest in its mineral properties, and the Company's continued existence, is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, as well the ability of the Company to raise additional financing to fund its exploration and development programs or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs to the carrying values.

Although the Company has taken steps to verify title to its mineral properties on which it is conducting exploration and in which it has an interest, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, aboriginal claims, unregistered claims, and non-compliance with regulatory and environmental requirements. Management plans to secure the necessary financing through a combination of the issue of new equity or debt instruments and the entering into joint venture arrangements. Nevertheless, there is no assurance that these initiatives will be successful.

Cash on hand, including receipts from the Company's latest financings in April and May of 2017, is currently not adequate to cover expected expenditures for the 12 month period ended March 31, 2018 and therefore the Company will be required to secure additional funding and/or delay or indefinitely postpone further exploration and property development.

These challenges and the continued cumulative operating losses cast significant doubt on the Company's ability to continue as a going concern. The financial statements for the three months ended March 31, 2017 and 2016 do not include any adjustments relating to the recoverability and classification of recorded assets amounts nor the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern. Such adjustments can be material.

1.1 Summary of Activities

The Company's management continues to explore options to increase shareholder value including exploiting the Company's properties in Arizona and Scadding, Ontario or acquiring additional assets that would be complementary to its property portfolio.

The Company's management has spent the last three months primarily moving forward with exploration on certain mining property while it has sought various financing options. It has made significant strides on both these fronts.

- In 2016, Mr. Steve Gray joined the management team as Vice President Exploration. Mr. Gray's responsibilities include establishing work programs for all the Companies property assets. Mr. Gray brings many years of experience working with underground mining exploration and production companies and will be instrumental as we move towards our goal of production.
- Early in 2017, Mr. Sheldon Inwentash former Chairman and founder of Pinetree Capital joined the board of directors and assumed the role of Executive Chairman.
- On January 12, 2017, the Company issued 525,000 common share purchase options at a strike price of $0.60 and an expiry date of January 12, 2020 of which 425,000 were issued to members of its board, and the remaining 100,000 were issued to a consultant and an advisor. All options vest at the date of issuance.
- In April 2017, the Company completed a non-brokered private placement financing raising gross proceeds of $3,153,000 through the issuance and sale of 7,882,500 units at a price of $0.40 per unit. Each unit comprised of one common share ("Common Share") and one common share purchase warrant, each warrant entitling the holder to acquire one common share of the Company at $0.60 per share on or before the second anniversary date of issue. The Company is pleased to advise that Eric Sprott, a formidable name in mining circles, through a corporation beneficially owned by him, acquired 5,000,000 of these units
- On May 12, 2017, the Company completed the first tranche of a previously announced Flow-Through Private Placement and issued 545,000 common shares for proceeds of $272,500. In connection with the issue, the Company paid $19,075 in fees and issued 38,150 broker warrants. Each broker warrant is exchangeable for one common share of the Company at a price of $0.50 for a period of twenty-four (24) months following the date of the issue of the related shares.
- On May 23, 2017, the Company granted to its directors, officers and consultants 1,350,000 incentive stock options ("Option(s)") under the Company's stock option plan. Each Option entitles the holder thereof to purchase one Common Share at an exercise price of $0.50 per share for a period of five years from the date of the grant and subject to a four-month hold.

Mineral properties:

Certain of the Company's mineral properties were acquired through joint agreements where the Company is eligible for 80% of the net profit distribution ("NPD"). The Company earns an additional 10% of the NPD upon commercial production and has the right to acquire an additional 10% of the NPD for $2 million. The agreements require the Company to incur expenditures in varying amounts at varying dates. Failure by the Company to make such cash payments or incur such expenditures can result in a loss of the Company's interests.

Arizona Properties

The Arizona project is in the exploration stage as of March 31, 2017. The Arizona project has made significant strides through 2016 and the first quarter of 2017 with the Buckeye mine patents receiving the bulk of the work in these initial stages. The Company assembled an experienced mining team who have dewatered the adit and rehabilitated the underground workings, accessed the vein, and mucked out the workings. The Company has fully equipped an assay facility, a small gravity pilot plant and has poured 500 ounces of dore silver. It has purchased a two boom jumbo to drill the face of the mine; a 2.5 cu.yd. mucking machine to move ore to surface; ventilation equipment; and the necessary ancillary items to commence work underground. The Company is currently building its evaporation ponds, security and shop facilities, and is preparing to begin exploration underground drilling in the coming weeks.

Scadding Claims
The Scadding project is in the exploration stage as of March 31, 2017. The Vice President Exploration has designed a 5000 meter drill program to commence in the summer of 2017. The drill permit is in process and is anticipated shortly. The goal of this program is to enable the Company to obtain a NI – 43-101 compliant clearance on the resource.

Nye County, Nevada Claims
The Nye County project is in holding stage as of March 31, 2017. The Company will continue to pay annual taxes on the land claims and assess the opportunities for future development but has decided not to actively pursue this project at this time.

1.2 Overall Position

The Company's financial condition continues to improve over the past three months ended March 31, 2017. The Company successfully attracted new talent to its Board of Directors and management team and subsequent to the quarter closed $3,425,500 of financing from investors for net proceeds of $3,116,220. The additional capital will be used primarily for the ongoing development of the mining assets in Arizona and Scadding and general working capital.

In 2013, the Company received a refundable deposit of $50,000 relating to an anticipated transaction. The deposit converted into a demand promissory note later that same year and was due on June 30, 2014. The amount has not been settled as of March 31, 2017.

The Company continues to hold a non-interest bearing debenture payable with the face amount of $1,901,300 relating to property rights it controlled in 2013. As of March 31, 2017, the Company continues to be indebted to RX Gold & Silver Inc. and as the amount is due on demand, the debenture has been presented as current liability at face value.

1.3 Selected Financial Information

The Company's selected quarterly results for the eight most recently completed interim financial periods are as follows:

	Quarter ended 31-Mar-17	Quarter ended 31-Dec-16	Quarter ended 30-Sept-16	Quarter ended 30-June-2016
	$	**$**	**$**	**$**
Revenue	**Nil**	Nil	Nil	Nil
Expenses	**(855,791)**	(434,325)	(349,868)	(444,715)
Net income / (loss)	**(855,791)**	(434,325)	(349,868)	(444,715)
Weighted ave. no shares - basic	**20,075,450**	15,158,497	14,379,698	12,356,950
Net income / (loss) per share - basic	**(0.043)**	(0.029)	(0.024)	(0.036)
Weighted ave. no shares - diluted	**20,075,450**	15,158,497	14,379,698	12,356,950
Net income / (loss) per share - diluted	**(0.043)**	(0.029)	(0.024)	(0.036)
Total assets	**440,154**	883,690	1,870,539	1,988,573
Current Liabilities	**(2,594,629)**	(2,381,974)	(2,419,384)	(2,174,070)
Long-term debt	**Nil**	Nil	Nil	Nil
Dividends per share	**Nil**	Nil	Nil	Nil
	Quarter ended 31-Mar-16	**Quarter ended 31-Dec-15**	**Quarter ended 30-Sept-15**	**Quarter ended 30-June-2015**
	$	**$**	**$**	**$**
		(2)		**(1)**
Revenue	Nil	Nil	Nil	Nil
Expenses	(195,098)	(293,064)	(132,138)	(1,142)
Net income / (loss)	(195,098)	172,031	(132,138)	(1,142)
Weighted ave. no shares - basic	10,333,544	6,496,944	2,335,614	2,335,614
Net income / (loss) per share - basic	(0.019)	0.026	(0.057)	(0.001)
Weighted ave. no shares - diluted	10,333,655	6,496,944	2,335,614	2,335,614
Net income / (loss) per share - diluted	(0.019)	0.026	(0.057)	(0.001)
Total assets	1,919,556	1,797,445	1,830,253	1,598,304
Current Liabilities	(2,232,396)	(2,201,726)	(3,184,949)	(2,820,863)
Long-term debt	Nil	Nil	Nil	Nil
Dividends per share	Nil	Nil	Nil	Nil

Notes: (1) after giving retroactive effect to the common share consolidation effective August 25, 2015.
Notes: (2) expenses are offset a gain of forgiveness and conversion of debts.

1.4 Three months ended March 31, 2017 and 2016

For the quarters ended March 31, 2017 and 2016, the Company had no revenue and generated net losses of $855,791 (2016 – $195,098).

In January of 2017, the Company suspended its director fees for independent directors. As such, director fee for the three months ended March 31, 2017 were $nil (2016 - $12,000). The 2016 directors fees were partially offset by an $8,000 adjustment relating to prior years but not material enough to restate.

Management fees for the three months ended March 31, 2017 were $267,500 versus $30,000 in the same period of 2016. The increase primarily relates to a non-recurring consulting fee paid to a company controlled by the Company's Executive Chairman for services relating to Capital Markets advisory services, structuring advice and introductions to strategic and financial partners.

Stock options issued in January of 2017 resulting in a valuation charge to the statement of comprehensive loss in the amount of $194,600. No options were issued in the first quarter of 2017.

Both professional fees and exploration and evaluation expenditures increased in the quarter ended March 31, 2017 versus the same period of 2016 as a result of increased activities. Professional fees increased to $73,154 (2016 - $20,673) primarily relating to legal and accounting, and exploration and evaluation expenditures increased to $281,914 (2016 - $96,908), primarily relating to work at the Arizona properties.

Cash Flow

During the three months ended March 31, 2017, the Company used cash of $682,413 in operating activities as compared to $180,116 during the three months ended March 31, 2016. As a result of successful fundraising in late 2016, the Company was able to increase its exploration and evaluation expenditures to $281,914 in the three months ended March 31, 2017 compared to $96,908 for the three months ended March 31, 2016. The Company paid Management and director fees of $267,500 for the three months ended March 31, 2017 compared to $34,000 in the three months ended March 31, 2016. The increase is primarily the result of a $200,000 non-recurring consulting fee to Park Place Limited, a company controlled by the Sheldon Inwentash, the Executive Chair of the Company for Capital Market Advisory in relation to the financial raise closed after the quarter and an increase if professional fees to $73,154 for the three months ended March 31, 2017 compared to $20,673 for the three months ended March 31, 2016.

During the three months ended March 31, 2017, the Company used cash of $135,520 to acquire equipment to be used in operating activities (2016 - $Nil). The Company did not acquire additional mineral properties in the three months ended March 31, 2017, however in the three months ended March 31, 2016, the Company completed its acquisition of the Scadding, Ontario properties for $57,500.

During the three months ended March 31, 2017, the Company generated net cash from financing activities of $5,000 as certain warrants were exercised compared to the three months ended March 31, 2016, the Company generated net cash from financing activities of $286,539 as it closed the first tranche of a private placement for gross proceeds of $295,000.

For the three months ended March 31, 2017, the Company had a net decrease in cash of $812,933 as compared to a net increase in cash of $48,923 for the three months ended March 31, 2016. As at March 31, 2017, the Company was in an overdraft position of $225,934 compared to a cash balance of $44,611 as of March 31, 2016.

1.5 Liquidity and Capital Resources

Statement of financial position highlights		***As at March 31, 2017***		*As at December 31, 2016*
Cash (bank indebtedness)	**$**	**(225,934)**	$	586,999
Property, plant and equipment		**125,356**		-
Mineral properties		**255,083**		255,083
Trade and other payables		**417,395**		430,674
Demand promissory note payable		**50,000**		50,000
Debenture payable		**1,901,300**		1,901,300
Share capital, reserves, contributed surplus		**7,945,356**		7,745,756
Deficit		**(10,099,831)**		(9,244,040)
Working capital deficit	**$**	**2,534,913**	$	1,753,367

The Company had a bank overdraft of $225,934 as of March 31, 2017 compared to a cash balance of $586,999 as at December 31, 2016. The decline in cash is a result of the increased corporate and exploration and evaluation activities in the quarter. The Company has since closed additional financing in April and May of 2017 that will allow it to continue its activities for the coming months. See Recent events section for more details on the financing activities closed in April and May 2017.

The Company has invested in new equipment in the quarter with a value of 125,356 as at March 31, 2017. The Company did not own equipment as of December 31, 2016. Trade and other payables, note and debenture payable are all holding relatively stable with a decline of $13,279 from December 31,2016 to March 31, 2017.

As at March 31, 2017, the Company had a working capital deficit of $2,534,913 as compared to working capital deficit of 1,753,367 as at December 31, 2016, an increase of 45%, primarily due to the decision by management to write-down mineral interests in Nevada of $1,599,862 as it was unlikely these claims would be explored in the near future.

1.6 Related Party Transactions and Key Management Compensation

All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Key management include the Chairman, the President/Chief Executive Officer, the Chief Financial Officer, and any Board Member earning more than $50,000 in consulting fees.

Expenses

Three months ended March 31,		**2017**		2016
Director fees	**$**	**-**	$	4,000
Management and consulting fees		**257,500**		51,000
Share based compensation – value attributed to options		**157,533**		-
	$	**415,033**	$	55,000

Payables and accruals

As at		**March 31,2017**		December 31, 2016
Director fees	**$**	**91,398**	$	90,687
Management and consulting fees		**44,428**		91,122
	$	135,115	$	181,809

On January 4, 2017, the Company engaged Park Place Limited ("Park Place") to provide management and consulting fees for services normally associated with the position of Executive Chairman of a junior mining company and in accordance with this agreement the Company elected Sheldon Inwentash to Executive Chairman of the Board of Directors. Park Place is a company controlled by the Sheldon Inwentash. Park Place is paid a monthly retainer of $10,000 for these services. In addition, Park Place was paid $200,000 on March 30, 2017 in relation to Capital Market Advisory services and introductions to strategic and financial partners in relation to the financial raise in the quarter. As at March 31, 2017, there were fees outstanding and payable to Park Place of $16,950.

The President/Chief Executive Officer is paid a monthly retainer of $10,000 a month. At March 31, 2017 $25,218 is owed to the Chief Executive Officer. The Chief Financial Officer of the Company is paid on an hourly basis for her services to the Company. At March 31, 2017 $2,260 is owed to the Chief Financial Officer.

A director of the Company has been engaged as a management consultant to the Company and is paid a monthly retainer of $3,500. In the first quarter of 2016, he was paid $10,500 of which $7,000 remained payable at March 31, 2016.

During the first quarter of 2017, Sheldon Inwentash, the Executive Chairman invested in the Company through a private placements of equity unit at $0.40/unit. Each unit comprised one common share and one common share purchase warrant. Of this investment, $60,000 was through ThreeD Capital Inc., a company controlled by the Chair and an additional $250,000 was invested by Mr. Inwentash directly.

Stock options

Of the 525,000 common share purchase options issued on January 12, 2017,425,000 were issued to members of the Company's board and 50,000 were to the VP Exploration. These options were valued at fair value using the Black Sholes method of valuation at $157,533. No stock options were issued in the first quarter ended March 31, 2016. Additional stock options were issued May 23, 2017. Refer to Subsequent events (Note 13) for further details.

1.7 Off-Balance Sheet Arrangements

As of the date of this report, the Company does not have any off-balance sheet arrangements that have, or are reasonable likely to have, a current or future effect on the results of operations or financial condition of the Company.

1.8 Recent Events

Private Placement

In April 2017, the Company completed a non-brokered private placement through the issuance of 7,882,500 units ("Units") at a price of $0.40 per unit, with each unit consisting of one common share ("Common Share") and one common share purchase warrant ("Warrant") for aggregate gross proceeds of $3,153,000. Each Warrant will be exercisable to acquire on Common Share (a "Warrant Share") for a period of two years following the date of closing at an exercise price of $0.60 per Warrant Share. In connection with this transaction, the Company paid $36,780 in finders' fees, and will pay legal fees of amounts yet to be finalized. As part of the April 2017 private placement, Sheldon Inwentash, the Executive Chairman, purchased 775,000 of the Units for gross proceeds of $310,000. Of this investment, $60,000 was through ThreeD Capital Inc., a company controlled by the Executive Chairman and an additional $250,000 was invested by Mr. Inwentash directly.

Of the 7,882,500 Units issued in the April private placement, Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, acquired 5,000,000 Units pursuant to the Private Placement. Prior to the Private Placement, Mr. Sprott did not own any securities of the Company. As a result of the Private Placement, Mr. Sprott is the beneficial owner of 5,000,000 Common Shares and 2,500,000 Warrants representing approximately 19.3% of the issued and outstanding common shares of the Company on a non-diluted basis and 26.5% on a partially diluted basis.

Flow-Through Private Placement

On April 11, 2017, the Company announced it has entered into an engagement letter with First Republic Capital Corporation (the "Lead Agent") pursuant to which the Lead Agent has agreed to act as lead agent for the offer and sale, on a "best efforts" private placement basis, of up to 2,000,000 flow-through common shares of the Company ("Flow-Through Shares") at a price of $0.50.

On May 12, 2017, the Company completed the first tranche of the Flow-Through Private Placement and issued 545,000 common shares for proceeds of 272,500. In connection with the issue, the Company paid $19,075 in fees and issued 38,150 broker warrants. Each broker warrant is exchangeable for one common share of the Company at a price of $0.50 for a period of twenty-four (24) months following the date of the issue of the related shares.

The gross proceeds of the Offering will be used to fund the exploration and development of the Company's mineral properties in Ontario, Canada. The gross proceeds received by the Company from the sale of the Flow-Through Shares will be used to incur "Canadian exploration expenses" that are "flow-through mining expenditures" (as such terms are defined in the Income Tax Act (Canada)) on the Company's properties in Ontario which will be renounced to the subscribers with an effective date no later than December 31, 2017, in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of Flow-Through Shares.

Incentive Stock Options

On May 23, 2017, the Company granted to its directors, officers and consultants 1,350,000 incentive stock options ("Option") under the Company's stock option plan. Each Option entitles the holder thereof to purchase one Common Share at an exercise price of $0.50 per share for a period of five years from the date of the grant and subject to a four-month hold.

1.9 Critical Accounting Estimates and Judgements

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Critical accounting estimates used in the preparation of the Company's financial statements include the Company's estimate of recoverable fair value on exploration and evaluation assets, the Company's estimate of inputs for the calculation of thefair value of stock-based compensation expense and the Company's own warrants and broker warrants.

Estimate of recoverable fair value on exploration and evaluation assets

The costs of acquiring interests in exploration and evaluation assets are carried at cost until they are brought into production. The Company's recorded value of exploration assets is based on historical costs that it expects to be recoverable in the future. The Company operates in an industry that is exposed to a number of risks and uncertainties, including exploration risk, development risk, commodity price risk, operating risk, political, ownership, funding, and currency risks, as well as environmental risk and overall economic conditions. All of these factors are potentially subject to significant change, out of the Company's control, and such changes are not determinable. Additionally, failure to conduct additional work on the Company's exploration properties may result in their loss. Accordingly, there is always the potential for a material adjustment to the value assigned to exploration assets.

At each reporting period, the Company's management reviews the status of all of its exploration properties, taking into account all of the factors noted above, in order to make an estimate of the recoverable value of each property. When management believes that the value of a property has been impaired, the Company will write down the value of the property to management's estimate of its recoverable value. As well, if the Company determines that an exploration project is not viable due to the risks described above or to unsatisfactory testing or drill results, the Company will write-off the carrying value of the property. During the three months ended March 31, 2017 and 2016, the Company had no impairment on its exploration and evaluation assets.

Stock-based Compensation Expense/Warrants

The Company uses the Black-Scholes option pricing model to calculate stock-based compensation expense and the fair value of the warrants and broker warrants issued under the Company's private placements. The model requires six key inputs: exercise price, market price at date of issue, risk free interest rate, expected dividend yield, expected life and expected volatility. The first two inputs are facts rather than estimates, while the risk-free interest rate, expected life, expected volatility and expected dividend yield (estimated at 0% based on the Company's history of not paying any dividends) are based on the Company's estimates. A shorter expected life of the option, lower volatility number or higher dividend yield used would result in a decrease in stock-based compensation expense. A longer expected life of the option or a higher volatility number used would result in an increase in stock- based compensation expense. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of stock-based compensation expense. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

During the three months ended March 31, 2017, the Company granted 525,000 stock options exercisable at $0.60 per share expiring on January 12, 2020.

The fair value of the options granted during the three months ended March 31, 2017 was estimated at the date of grant using the Black-Scholes option valuation model with the following assumptions:

Black-Scholes option valuation model assumptions used (weighted average)	
Expected volatility	**100%**
Expected dividend yield	**0%**
Risk-free interest rate	**0.73%**
Expected option life in years	**3 years**
Expected forfeiture rate	**0%**
Fair value per stock option granted on January 12, 2017	**$ 0.3706**

The expected volatility is based on the average historical volatility over the life of the option at the Company's share price. The Company has not paid any cash dividends historically and has no plans to pay cash dividends in the foreseeable future. The risk-free interest rate is based on the yield of Canadian Benchmark Bonds with equivalent terms. The expected option life in years represents the period of time that options granted are expected to be outstanding based on historical options granted.

During the three months ended March 31, 2017, the Company did not issue purchase warrants.

1.10 Changes in Accounting Policies including Initial Adoption

Basis of Preparation

At the date of authorization of these financial statements, the IASB and IFRIC has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods and which the Company has not early adopted these standards, amendments and interpretations. However, the Company is currently assessing what impact the application of these standards or amendments will have on the financial statements of the Company.

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company has yet to evaluate the impact of the new standard.

Mineral Properties

Exploration and evaluation activities (IFRS 6)

All direct expenditures related to the acquisition continue to be capitalized, while exploration and evaluation costs, net of incidental revenues, are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property will be capitalized. On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated resources as the depletion base. All initial acquisition costs relating to the properties are capitalized with regular impairment analysis conducted to assess the viability of each property

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of mineral properties and PPE, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation is recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement obligation is added to the carrying amount of the related asset and the cost is amortized as an expense over the economic life of the asset using either the unit-of-production method or the straight-line method, as appropriate. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

Ownership in mineral properties involves certain risks due to the difficulties in determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral interests. The Company has investigated the ownership of its mineral properties and, to the best of its knowledge, ownership of its interests are in good standing.

Investments

Financial instruments at fair value through profit or loss ("FVTPL") are classified as current assets and are stated at fair value, with any resultant gain or loss recognized in the income statement. Where the Company has the positive intent and ability to hold reclamation bonds to maturity, they are stated at amortized cost less impairment losses.

Other financial instruments held by the Company are classified as being available-for-sale and are stated at fair value, with any resultant gain or loss being recognized directly under other comprehensive income, except for impairment losses. When these investments are derecognized, the cumulative gain or loss previously recognized directly in equity is recognized in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognized in profit or loss. The fair value of financial instruments classified as FVTPL and available-for-sale is their quoted bid price at the balance sheet date.

Financial instruments classified as FVTPL or available-for-sale investments are recognized or derecognized by the Company on the date it commits to purchase or sell the investments respectively. Securities held-to-maturity are recognized or derecognized on the day they are transferred to or by the Company respectively.

Impairment losses for the different financial assets and liabilities are recognized as follows:

FVTPL: An impairment loss on a financial asset or financial liability classified as held for trading is recognized in net income in the period in which it arises.

Available-for-sale financial assets: When a decline in the fair value of an available-for-sale financial asset has been recognized directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognized directly in equity is transferred to profit or loss even though the financial asset has not been derecognized. The amount of the cumulative loss that is recognized in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognized in profit or loss.

Held-to-maturity securities: The recoverable amount of the Company's investments in held-to-maturity securities and receivables carried at amortized cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e., the effective interest rate computed at initial recognition of these financial assets). An impairment loss is recognized in net income and through the amortization process. Effective interest method: The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period. Income is recognized on an effective interest rate basis for debt instruments other than those financial assets 'at fair value through profit or loss'.

The Company's financial instruments measured at fair value on the balance sheet consist of cash, reclamation bonds, accounts payable and accrued liabilities, restoration liabilities and promissory notes payable. Cash is measured at level 1 of the fair value hierarchy. The Company does not have any financial instruments at level 2 or 3 of the fair value hierarchy. The three levels of the fair value hierarchy as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

Debenture payable and Other Borrowings

Interest-bearing loans and other borrowings are recognized initially at fair value less related transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the income statement over the period of the borrowings on an effective interest basis.

Income / (Loss) Per Share

The basic income / (loss) per share is computed by dividing the net income / (loss) by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year. During the three months ended March 31, 2017 and 2016 all the outstanding stock options and warrants were anti-dilutive.

Balance Sheet

Assets and liabilities expected to be realized in, or intended for sale or consumption in, the entity's normal operating cycle, usually equal to 12 months, are recorded as current assets or liabilities.

Statement of Cash Flows

The Company prepares its statement of cash flows using the indirect method.

1.11 Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's: (a) capitalized or expensed exploration and development costs; (b) expensed research and development costs; (c) deferred development costs; (d) general and administrative expenses; and (e) any material costs, deferred or expenses, not already referred to in (a) through (d), is provided in the Company's Statement of Comprehensive Income (Loss) contained in its audited Financial Statements for the year ended December 31, 2016, which can be accessed on SEDAR under the Company's profile page at www.sedar.com.

Disclosure of Outstanding Share Data

The Company's authorized share capital consists of unlimited common shares without par value.

Issued and outstanding: December 31, 2016 – 20,059,008;
Issued and outstanding: May 30, 2017 – 28,506,506

Warrants outstanding: December 31, 2016 – 5,496,600
Warrants outstanding: May 30, 2017– 9,456,000

Options outstanding: December 31, 2016 – 947,500
Options outstanding: May 30, 2017– 1,375,000

Dividend Policy

No dividends have been paid on any shares of the Corporation since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

Management is also responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officers. Management has evaluated the effectiveness of the Company's disclosure controls and procedures and has concluded that these controls and procedures are effective, for the nature and size of the entity, in providing reasonable assurance that material information relating to the Company is made known to them by others within the Company.

Litigation

There is no litigation pending, nor does management have knowledge of any potential litigation.

Funding Requirements

In order to move forward with its exploration activities, the Corporation may require additional funding. There can be no guarantee that such funds will be available as and when required or, if available, be accessible on reasonable commercial terms.

Reliance on Management

The Corporation anticipates that it will be heavily reliant upon the experience and expertise of management with respect to the further development of the mineral properties. The loss of any one of their services or their inability to devote the time required to effectively manage the affairs of the Corporation could materially adversely affect the Corporation.

Auditors, Transfer Agent and Registrar

The auditors of the Corporation are Parker Simone LLP, Chartered Professional Accountants of Mississauga, Ontario. The Transfer Agent and Registrar for the Common Shares of the Corporation is Computershare of Vancouver, British Columbia