NUINSCO RESOURCES LIMITED

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016

DATED NOVEMBER 28, 2016

Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of Nuinsco Resources Limited for the three and nine months ended September 30, 2016 and 2015 have been prepared by management, reviewed by the Audit Committee and approved by the Board of Directors of the Company.

In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that the accompanying unaudited condensed interim consolidated financial statements have not been reviewed by an auditor.

Condensed Interim Consolidated Statements of Financial Position (unaudited)

(in thousands of Canadian dollars)	*Notes*	September 30, 2016	December 31, 2015
ASSETS			
Current assets			
Cash	*6*	$ 45	$ 33
Receivables	*7*	125	55
Total current assets		170	88
Non-current assets			
Property and equipment	*8*	58	64
Exploration and evaluation projects	*9*	1	1
Total non-current assets		59	65
Total Assets		$ 229	$ 153
LIABILITIES AND SHAREHOLDERS' (DEFICIENCY) EQUITY			
Current liabilities			
Trade and other payables		$ 300	$ 420
Total current liabilities		300	420
Non-current liability			
Long-term liability	*12*	610	429
Total Liabilities		910	849
Shareholders' deficiency			
Share capital	*14*	98,372	98,169
Contributed surplus		5,855	5,589
Accumulated other comprehensive loss		(2,148)	(2,148)
Deficit		(102,760)	(102,306)
Total shareholders' deficiency		(681)	(696)
Total Liabilities and Shareholders' Deficiency		$ 229	$ 153

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
CONTINGENCY (Note 20)

Approved by the Board of Directors

(signed)
René R. Galipeau
Director

(signed)
Paul Jones
Director

Condensed Interim Consolidated Statements of Operations

(in thousands of Canadian dollars, except per share amounts)	*Notes*	Three months ended September 30, **2016** (unaudited)	2015 (unaudited)	Nine months ended September 30, **2016** (unaudited)	2015 (unaudited)
Revenue		**$ 54**	$ -	**$ 54**	$ -
Other expenses					
General and administrative		**(99)**	(44)	**(269)**	(445)
Share-based payments:	*16*				
Options		**-**	-	**(232)**	-
Depreciation of property and equipment	*8*	**-**	(4)	**(6)**	(12)
Pre-exploration write-offs	*9*	**-**	-	**-**	(45)
Writedown of exploration and evaluation projects	*10*	**-**	7	**-**	7
Operating loss		**(45)**	(41)	**(453)**	(495)
Finance costs	*17*	**-**	(51)	**-**	(1,257)
Net finance costs		**-**	(51)	**-**	(1,257)
Net Loss for the Period		**$ (45)**	$ (92)	**$ (453)**	$ (1,752)
Loss per share	*15*				
Basic loss per share		**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.00)
Diluted loss per share		**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.00)

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

Condensed Interim Consolidated Statements of Comprehensive Loss

(in thousands of Canadian dollars)	*Notes*	Three months ended September 30, **2016** (unaudited)	2015 (unaudited)	Nine months ended September 30, **2016** (unaudited)	2015 (unaudited)
Net Loss for the Period		**$ (45)**	$ (92)	**$ (453)**	$ (1,752)
Other comprehensive (loss) income					
Net change in fair value of financial assets	*8*	**-**	83	**-**	(429)
Other comprehensive loss for the period		**-**	83	**-**	(429)
Total Comprehensive Loss for the Period		**$ (45)**	$ (9)	**$ (453)**	$ (2,181)

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

Condensed Interim Consolidated Statements of Shareholders' (Deficiency) Equity
(unaudited)

(in thousands of Canadian dollars)	*Notes*	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Equity
Balances as at January 1, 2015		$ 98,169	$ 5,589	$ (1,720)	$ (83,857)	$ 18,181
Net income for the period		-	-	-	(1,752)	(1,752)
Other comprehensive income						
Net change in fair value of financial assets		-	-	(429)	-	(429)
Balances as at September 30, 2015		**$ 98,169**	**$ 5,589**	**$ (2,149)**	**$ (85,609)**	**$ 16,000**
Balances as at January 1, 2016		$ 98,169	$ 5,589	$ (2,148)	$ (102,306)	$ (696)
Net loss for the period		-	-	-	(453)	(453)
Options vesting	*16*	-	232	-	-	232
Shares issued on settlement of debt		147	-	-	-	147
Shares and warrants issued on private placement		56	34			90
Balances as at September 30, 2016		**$ 98,372**	**$ 5,855**	**$ (2,148)**	**$ (102,759)**	**$ (680)**

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

Consolidated Statements of Cash Flows (unaudited)

Nine months ended September 30, 2016 and 2015

(in thousands of Canadian dollars)	*Notes*		**2016**		2015
Cash flows from operating activities					
Net loss for the period		**$**	**(453)**	$	(1,752)
Adjustments for:					
Share-based payments			**232**		-
Depreciation of property and equipment	*8*		**6**		12
Net finance costs	*17*		**-**		1,257
Change in receivables			**(70)**		29
Change in trade and other payables			**(120)**		2
Change in long term liabilities	*12*		**327**		-
Net cash used by operating activities			**(78)**		(452)
Cash flows from investing activities					
Expenditures on exploration and evaluation projects	*9*		**-**		(48)
Proceeds on sale of marketable securities			**-**		527
Net cash from investing activities			**-**		479
Cash flows from financing activities					
Proceeds from issue of common shares and warrants			**90**		-
Net cash (used by) from financing activities			**90**		-
Net Increase (Decrease) in Cash			**12**		27
Cash, Beginning of the Period			**33**		14
Cash, End of the Period		**$**	**45**	$	41

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of Operations

Nuinsco Resources Limited ("Nuinsco" or the "Company") is a company domiciled in Canada. The address of the Company's registered office is 80 Richmond St. West, Suite 1802, Toronto, Ontario, M5H 2A4. The condensed interim consolidated financial statements of the Company as at and for the three and nine months ended September 30, 2016 and 2015 comprise the Company and its subsidiaries (together referred to as "Nuinsco" and individually as "Nuinsco entities") and Nuinsco's interest in jointly-controlled entities. Nuinsco is primarily engaged in the acquisition, exploration and evaluation of properties for the mining of precious and base metals. The Company conducts its activities on its own or participates with others on a joint venture basis. The Company also makes strategic investments through equity or loan financing to companies engaged in the exploration and development of resource properties.

Going Concern

The Company's Condensed Interim Consolidated Financial Statements have been prepared using the going concern assumption, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. As at September 30, 2016, the Company had a working capital deficiency of $130,000 (December 31, 2015 – working capital deficiency of $332,000). Working capital (deficiency) is defined as current assets less current liabilities.

The Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to: continuing losses, dependence on key individuals, realization on its marketable securities as required and the ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully complete its projects and fund other operating expenses. Advancing the Company's projects through exploration and development to the production stage will require significant financing. Given the current economic climate, the ability to raise funds has been and may continue to be difficult. Refer to the Risks and Uncertainties and Liquidity and Capital Resources sections of the MD&A for additional information.

None of the Company's projects are currently in commercial production and, accordingly, the Company is dependent upon debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding. The Company's ability to continue as a going concern is dependent upon exploration results which have the potential for the discovery of economically recoverable reserves and resources, the Company's ability to finance exploitation of its projects through debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding.

The Company presently has no specific plans in place to secure funding although management continues to hold discussions on securing financing or potential sale of assets. There are no assurances that the Company will be successful in obtaining any financing or selling assets, or in accomplishing that on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, it will be unable to fund continuing operations and corporate administration costs. In an effort to preserve cash and property assets, effective June 29, 2015 the Company terminated the employment of most personnel. Paul Jones continues as CEO, in the capacity of a consultant, and oversees administration, maintenance of exploration projects and the ongoing initiatives to advance them. The Company has also retained a part-time CFO and a part-time administrator. Subject to available funding, the Company will engage other personnel as needed in order to continue to manage its affairs and obligations. Effective May 11, 2015, the Company voluntarily delisted its shares from the Toronto Stock Exchange. The Company intends to remain at its corporate office and maintain website, telephones and email communication with shareholders, subject to having sufficient funds. If the Company is unable to obtain additional financing it will be required to curtail all of its operations and may be required to liquidate its assets.

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION

(a) Statement of Compliance

The condensed interim consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB") and in accordance with IAS 34, *Interim Financial Reporting* ("IAS 34"). This is GAAP for a Canadian public company.

These unaudited condensed interim consolidated financial statements reflect the accounting policies described in Note 3 to the Company's Audited Consolidated Financial Statements for the years ended December 31, 2015 and 2014 ("2015 Audited Consolidated Financial Statements") (with the exception of any changes set out in Note 3 below) and accordingly, should be read in conjunction with those financial statements and the notes thereto.

The management of Nuinsco prepares the unaudited condensed interim consolidated financial statements which are then reviewed by the Audit Committee and the Board of Directors. The unaudited condensed interim consolidated financial statements were authorized for issue by the Board of Directors on August 26, 2016 and were made available to shareholders and others through filing on SEDAR shortly thereafter.

(b) Basis of Measurement

The financial statements have been prepared on the historic cost basis except for derivative financial instruments such as warrants and the Participating Interest which are measured at fair value with changes through operations and financial assets such as marketable securities which are measured at fair value with changes recorded through other comprehensive income or loss ("OCI").

(c) Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information is expressed in Canadian dollars unless otherwise stated; tabular amounts are stated in thousands of dollars.

(d) Use of Estimates and Judgements

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

The accompanying consolidated financial statements include all adjustments that are, in the opinion of management, necessary for fair presentation.

Significant estimates and assumptions

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information regarding significant areas of estimation uncertainty made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- Note 9 measurement of the recoverable amounts of exploration and evaluation projects;
- Note 10 valuation of Interest in CBay Minerals;
- Note 11 valuation of Participating Interest; and
- Note 16 and 18 measurement of share-based payments.

Significant Judgements

Judgements are reviewed on an ongoing basis. Changes resulting from the effects of amended judgements are recognized in the period in which the change occurs and in any future periods presented.

Information regarding significant areas of critical judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- Note 1 going concern assessment;
- Note 9 classification of expenditures as exploration and evaluation projects or operating expenses;
- Note 9 impairment of exploration and evaluation projects;
- Note 20 disclosure of contingencies.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are set out in detail below. Such policies have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by Nuinsco entities.

(a) New Accounting Policies

There have been no new accounting policies adopted by the Company.

(b) New Standards and Interpretations Not Yet Adopted

Since the issuance of the Company's 2015 Audited Consolidated Financial Statements, the IASB and International Financial Reporting Interpretations Committee ("IFRIC") have issued several new and revised standards and interpretations. However, the revised standards and interpretations are not applicable to the Company or are expected to have minimal impact.

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board fulfils its responsibility through the Audit Committee which is responsible for overseeing the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management practices are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has an established code of conduct which sets out the control environment within which framework all directors' and employees' roles and obligations are outlined. The Company's risk and control framework is facilitated by the small-sized and hands-on executive team.

Credit Risk

Credit risk is the risk of an unexpected financial loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash, receivables, loan receivable and marketable securities.

Cash

The Company's cash is held through large Canadian financial institutions. The Company has a corporate policy of investing its available cash in Canadian government instruments and certificates of deposit or other direct obligations of major Canadian banks, unless otherwise specifically approved by the Board.

Receivables

Amounts due are settled on a regular basis.

When necessary, the Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of other receivables and investments. The main component of this allowance is a specific loss component that relates to individually significant exposures.

Further, when the Company engages in corporate transactions, it seeks to manage its exposure by ensuring that appropriate recourse is included in such agreements upon the counterparty's failure to meet contractual obligations.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking undue damage to the Company's reputation.

Presently, the Company is facing a significant shortfall in liquidity before it expects any cash flows from the Participating Interest. The Company continues to hold discussions on securing financing or potential sale of assets. There are no assurances that the Company will be successful in obtaining any financing or selling assets, or in accomplishing that on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, it will be unable to fund continuing operations and corporate administration costs.

The Company's objective is to maintain sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and marketable securities. This is accomplished by budgets and forecasts which are updated on a periodic basis to understand future cash needs and sources. When possible, spending plans are adjusted accordingly to provide for liquidity.

The Company manages its liquidity risk through the mechanisms described above and as part of Capital Disclosures below. The Company has historically relied on issuances of shares to develop projects and to finance day-to-day operations and may do so again in the future.

All other contractually-obligated cash flows are payable within the next fiscal year with the exception of the Company's deferred director and management fees.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Company's income, the value of its E&E properties or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash earns interest at variable short-term rates. Accordingly, the estimated effect of a 50bps change in interest rate would not have a material effect on the Company's results of operations. None of the Company's other financial instruments are interest-bearing. The fair value of the Participating Interest includes a discount rate; any significant changes in interest rates would be taken into account in selecting an appropriate discount rate. However, the Company is not exposed to any significant interest rate risk on other significant assets or liabilities which could be caused by a sudden change in market interest rates.

Other market price risk

The Company's strategic investments are subject to equity price risk. The values of these investments will fluctuate as a result of changes in market prices, the price of metals or other factors affecting the value of the investments.

Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The value of the Company's mineral resource properties is related to the price of, and outlook for, base and precious metals. Historically, such prices have fluctuated and are affected by numerous factors outside of the Company's control, including, but not limited to: industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities and other factors such as significant mine closures. The Company does not have any hedging or other commodity-based risks respecting its operations. The value of the Company's strategic investments is also related to the price of, and outlook for, base and precious metals.

Capital Management Disclosures

The Company's objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to support continued project development and corporate activities. Capital is defined by the Company as the aggregate of its shareholders' equity as well as any long-term debt, equipment-based and/or project-based financing.

The Company manages its capital structure and makes adjustments to it based on the level of funds available to the Company to manage its operations. In order to maintain or adjust the capital structure, the Company's objectives are to obtain equity, long-term debt, equipment-based financing and/or project-based financing sufficient to maintain and expand its operations. There are no assurances that these initiatives will be successful.

Neither the Company, nor any of its subsidiaries, are subject to externally-imposed capital requirements. There were no changes in the Company's approach to financial risk management or capital management during the period.

5. DETERMINATION OF FAIR VALUES

A number of the Company's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair value hierarchy

The different levels of valuation are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

(a) Marketable Securities

The fair value of financial assets at fair value through operations or OCI is determined by reference to their quoted closing bid price at the reporting date.

(b) Receivables

The fair value of receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes only.

(c) Warrants

The fair value of investments in warrants is based upon the Black-Scholes option-pricing model. Measurement inputs include: share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly-available information), weighted average expected life of the instruments (based on the terms under which the instruments were issued, historic experience and general option holder behaviour), expected dividends and the risk-free interest rate (based on Government of Canada bonds).

(d) Non-derivative Financial Assets

Financial assets at fair value through operations include the Company's Participating Interest. The fair value of the Participating Interest is based on the net present value of expected cash flows taking into account the probability of cash flows.

(e) Non-derivative Financial Liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

(f) Share-based Payment Transactions

The fair value of employee share options is measured using the Black-Scholes option-pricing model. The measurement inputs are described above under Note 5(c). Any service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

(all tabular amounts in thousands of Canadian dollars, except common share and per share information)

6. CASH

		September 30, 2016		December 31, 2015
Bank balances	**$**	**45**	$	33
Cash in the Statements of Cash Flows	**$**	**45**	$	33

7. RECEIVABLES

	Notes		**September 30, 2016**		December 31, 2015
Sales tax receivable		**$**	**25**	$	6
Due from CBay Minerals under management agreement	*18*		**45**		21
Other receivables			**56**		16
Prepaid expenses and deposits			-		12
		$	**125**	$	55

8. PROPERTY AND EQUIPMENT

Equipment		**Cost**		**Accumulated Depreciation**		**Carrying Amount**
Balance as at January 1, 2015	**$**	**428**	**$**	**349**	**$**	**79**
Additions		-		-		-
Depreciation		-		15		(15)
Balance as at December 31, 2015		**428**		**364**		**64**
Additions		-		-		-
Depreciation		-		6		(6)
Balance as at September 30, 2016	**$**	**428**	**$**	**370**	**$**	**58**

9. EXPLORATION AND EVALUATION PROJECTS

As at December 31, 2015, all projects were written down due to the lack of funding of the Company and related uncertainty as to future spending on the properties. IFRS requires a write-down of the carrying value of assets to the net recoverable amount. Given the current market uncertainties, the valuation of resources properties is difficult and management cannot reliably estimate any recoverable amount. As a result the Company has chosen to write down the value of the property assets. The Company will revisit the valuation of these assets at the end of every reporting period and will recognize a recovery if the fair value of these assets can be reliably determined.

Uranium and Rare Metals

Diabase Peninsula

Nuinsco acquired its 100% interest in the Diabase Peninsula property in the Athabasca Basin of northern Saskatchewan.

The property consists of ten contiguous claims encompassing 21,949 hectares ("ha"). Three claims were optioned while seven were staked by Nuinsco. Exploration for uranium has been undertaken at Diabase Peninsula since March, 2005, with the most recent drill program being completed in the winter of 2011 to 2012. During the winter of 2013 a modest program of geochemical sampling was initiated which included a survey consisting of sampling for detection of radon gas which is an indicator of uranium mineralization.

In order to maintain the option on one of the claims, the Company was required to make an option payment of approximately $935,000 by September 2, 2012; in May 2012, the Company was successful in extending the option terms for a year, with additional extensions being possible, for four quarterly cash payments of $9,350 and $37,600 of the Company's shares. This deferred the option payment of $935,000 by at least one year. The shares were issued in the third quarter of 2012 and all quarterly cash payments were made.

In September, 2013, the Company negotiated a further extension whereby it is required to make payments totalling $1,028,500 as follows: an aggregate sum of $400,000 payable in quarterly instalments of $25,000 up to and including June 2, 2017 and a lump sum of $628,500 on or before September 2, 2017. The Company made two instalments of $25,000 on each of September 2, 2013 and December 2, 2013. A further $100,000 was paid on a quarterly basis throughout 2014 in accordance with the contract. The Company has reached a further agreement with the option holder to defer the payments of $25,000 originally due March 2, June 2, September 2 and December 2, 2015 to year-end 2015. In April 2016, the Company re-negotiated to extend the remaining payments on the Diabase property to the end of 2016.

The claims are subject to a 3% gross production royalty payable to the vendor of the original Diabase Peninsula claim; the royalty is defined as actual metal/mineral sales with no deduction for refining or transportation expenses.

Prairie Lake

The Prairie Lake property consists of nine claims comprising 38 claim units, encompassing 608 ha. Given the presence of an historic uranium resource, as well as strongly-anomalous tantalum, niobium and phosphorus, along with widespread rare metals mineralization, diamond drilling, surface sampling and mapping programs were conducted in 2007, 2008 and 2010 and 2013. An Exploration Target of between 515 and 630 million tonnes grading between 3.0-4.0 P_2O_5, 0.009-0.11% Nb_2O_5, and 18-21ppm Ta_2O_5, 280-340ppm La, 650-790ppm Ce, 55-70ppm Sm, 300-360ppm Nd, 85-100ppm Y was estimated in 2011. Metallurgical and process testing are ongoing. The property was subject to a 2% NSR payable on any production. Up to a maximum of one-half of the royalty could be purchased for $1,000,000 in either cash or common shares of the Company. On January 23, 2012, the Company announced that it had acquired the entire 2% NSR through issuing 3,157,894 shares with a market value of $300,000. The property is now royalty-free.

Gold & Copper

Chibougamau Camp

In 2012, the Company entered into an option agreement with CBay to make expenditures on its Portage and Corner Bay properties in exchange for an undivided interest in each property as follows: $300,000 incurred on Portage up to December 31, 2012 earns a 30% undivided interest with the option to incur up to an additional $500,000 in $100,000 increments each earning a 5% additional undivided interest; $1,000,000 in expenditures incurred on Corner Bay in $250,000 increments each earning a 5% undivided interest in the property. In the second quarter of 2013, the option agreement was amended to allow the Company to more freely determine on which properties the expenditure commitments may be made. Aggregate expenditures incurred on the Chibougamau camp amounted to $1,024,000 when Nuinsco exercised its rights under the option agreement in December ($440,000 was expended in 2012). Pursuant to the option agreement, Nuinsco acquired interests in the Chibougamau camp aggregating that amount; subsequently, an additional $20,000 was spent and written off to *Writedown of exploration and evaluation projects* in the consolidated statement of operations in 2013.

On December 19, 2013, CBay exercised its right to reacquire the acquired interests through issuing 1,024,263 shares in CBay. Ocean Partners also acquired 1,024,263 shares at the same time in order to maintain the 50:50 ownership interest in CBay.

In 2014, the Company committed to spend $75,000 on the Chibougamau Camp as part of the agreement to extend the loan. The $75,000 was written off as interest expense in 2014.

In December 2014, Nuinsco used a significant piece of its equity position in CBay to extinguish $2.6 million in debt and accrued interest. Nuinsco retains a 7.5% interest in CBay and continues to manage the operation on behalf of Ocean Partners (Note 10).

Berta

In October, 2003, the Company entered into the Berta Joint Venture Agreement with Falconbridge Limited, now Glencore plc ("Glencore"). The Berta property is located approximately 50 km south of the Black Sea coast in northeastern Turkey. Pursuant to the agreement, the Company was required to spend US$350,000 to earn a 50% interest in the project.

As a result of the work programs conducted by Nuinsco during 2005, the Company became vested with 50% of the project. Glencore participates pro rata in funding exploration expenditures. In 2006 and 2007, the Company completed airborne geophysics followed by diamond drilling. Drilling intersected a significant, continuous domain of strong sulphide mineralization with copper, gold, silver and zinc values. Three drill holes were completed in 2008 demonstrating further evidence of widespread copper mineralization. The Berta property is subject to a 2% NSR.

Nuinsco made application to extend the Berta licence in 2014 however the process of vetting the application was very slow (a problem facing all mining and exploration companies operating in Turkey at the time) and the excessive length of time in reviewing the application has resulted in a prolonged period of uncertainty, exacerbated by the lack of funding available to the industry to allow any further exploration. In the interim the licence has continued to age and the opportunity to continue to work the project has passed. As a result Nuinsco is withdrawing from the project in order to concentrate on other opportunities.

Pre-exploration write-offs
Pre-exploration expenditures are written off at the end of each reporting period to *Pre-exploration write-offs* through operations. Pre-exploration costs relate to expenses on evaluating projects not owned by the Company. Pre-exploration costs in the amount of $nil were written off during the three and nine months ended September 30, 2016 (2015 - $44,000).

10. INTEREST IN CBAY MINERALS

Until December 18, 2014, Nuinsco owned a 50% interest in CBay and jointly controlled the company with Ocean Partners. Effective that date, Nuinsco gave up 42.5% of its interest in CBay in satisfaction of amounts payable under a loan facility, including accrued interest as of that date. As at December 31, 2015, the Company wrote down its investment in CBay to nil. IFRS requires a write-down of the carrying value of assets to the net recoverable amount. Given the current market uncertainties, the valuation of resources properties is difficult and management cannot reliably estimate any recoverable amount. As a result the Company has chosen to write down the value of the investment. The Company will revisit the valuation of the asset at the end of every reporting period and will recognize a recovery if the fair value of these assets can be reliably determined.

11. PARTICIPATING INTEREST

Nuinsco holds an unsecured participating interest in the cash flows generated by Victory Nickel Inc. from the sale of frac sand (the “Participating Interest”). The Company’s participation in the net cash flows earned from the sale of frac sand is limited to a maximum of $10,222,831 with a minimum of $7,667,124 on the basis of a sharing percentage of 52.16%.

As a result of the uncertainty on receiving future payments on the participating interest, as at December 31, 2015, the Company recorded an impairment of this participating interest and has recorded the value of the asset at $nil.

12. LONG TERM LIABILITIES

Long term liabilities consist of accrued directors’ and management fees. The directors and management have agreed to defer these fees until such time as the ongoing viability of the Company can be assured.

13. OPERATING LEASE

The Company is committed to an office lease ending September 30, 2017.

(all tabular amounts in thousands of Canadian dollars, except common share and per share information)

14. CAPITAL AND OTHER COMPONENTS OF EQUITY

Share Capital

Authorized

The Company is authorized to issue an unlimited number of common shares with no par value. The Company is also authorized to issue an unlimited number of Class A special shares, issuable in series, an unlimited number of Class B special shares, issuable in series, an unlimited number of Class C special shares, issuable in series, an unlimited number of Class D special shares, issuable in series, and an unlimited number of Class E special shares, issuable in series.

Number of shares issued and outstanding

There are no special shares outstanding; all shares are fully paid. The Company has 342,986,957 issued and outstanding common shares.

	Notes	Number of Shares		Amount $'s
Balance as at January 1, 2015 and December 31, 2015		295,525,745	$	98,168,593
Issue of common shares on private placement	*(a)*	18,000,000		90,000
Valuation of warrants issued as part of private placement	*(a)*	-		(33,750)
Shares issued on settlement of debt	*(b)*	29,461,212		147,306
Balance as at September 30, 2016		342,986,957	$	98,372,149

(a) On September 16, 2016, the Company completed a non-brokered private placement for aggregate gross proceeds of $90,000 (the “Private Placement”). The Private Placement entailed the issuance of 18,000,000 units of securities of the Company (each, a “Unit”) at a price of $0.005 per Unit. Each Unit is comprised of one common share of the Company (each, a “Common Share”) and one Common Share purchase warrant (each a “Warrant”). Each Warrant entitles the holder to purchase one Common Share at an exercise price of $0.01 for a period of 12 months from closing of the Private Placement. These warrants were assigned a value of $33,750 using the Black Scholes option pricing model using the following assumptions: risk free interest rate 0.49%; expected volatility of 218%; expected dividend yield of 0% and an expected life of one year. Expected volatility was based on the historical volatility of other comparable listed companies.

(b) On September 16, 2016, the Company settled debt (owed to certain of the Company’s trade creditors and management) in the amount of $147,306 through the issuance of 29,461,212 Common Shares of the Company at $0.005 per share. 16,712,000 of these shares were issued to related parties and constitutes a related party transaction.

Share Incentive Plan

The Company has a Share Incentive Plan which includes both a Share Purchase Plan and a Share Bonus Plan. The purpose of the Share Incentive Plan is to encourage ownership of common shares by directors, senior officers and employees of the Company and its designated affiliates and consultants who are primarily responsible for the management and profitable growth of its business, to advance the interests of the Company by providing additional incentive for superior performance by such persons and to enable the Company and its designated affiliates to attract and retain valued directors, officers, employees and consultants.

Share Purchase Plan

Under the Share Purchase Plan, eligible directors, senior officers and employees of the Company and its designated affiliates and consultants can contribute up to 10% of their annual basic salary before deductions to purchase common shares. The Company matches each participant’s contribution. The purchase price per common share is the volume-weighted average of the trading prices of the common shares for the calendar quarter in respect of which the common shares are issued. Common shares acquired are held in safekeeping and delivered to employees as soon as practicable following March 31, June 30, September 30 and December 31 in each calendar year. No common shares were issued pursuant to the Share Purchase Plan during the six months ended June 30, 2016 or

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2015. The maximum number of common shares issuable under the Share Purchase Plan is the lesser of: (i) that number of common shares that can be purchased with a dollar amount equal to 20% of the gross annual salary of the Participants (as defined in the Share Incentive Plan); and (ii) 1% of the aggregate number of issued and outstanding common shares (calculated on a non-diluted basis) from time to time.

Share Bonus Plan

The Share Bonus Plan permits common shares to be issued as a discretionary bonus to eligible directors, senior officers and employees of the Company and its designated affiliates, and consultants from time to time. At the Company's Annual and Special Meeting of Shareholders held on June 18, 2012 (the "ASM"), shareholders approved an increase in the maximum number of common shares issuable under the Share Bonus Plan to 8,000,000.

In 2016, 2015 and 2014, no common shares were issued under the Share Bonus Plan. The fair value of common share entitlements granted under the Share Bonus Plan is determined using the quoted market value on the date of grant for an aggregate fair value that was charged immediately.

Accumulated Other Comprehensive Income or Loss ("AOCI")

AOCI is comprised of the following separate components of equity:

Net change of financial assets at fair value through OCI

This comprises the cumulative net change in the fair value of financial assets at fair value through OCI.

Income tax on OCI

This comprises the amount of income tax determined to be required on the cumulative net change in the fair value of financial assets at fair value through OCI.

15. LOSS PER SHARE

The calculation of basic and diluted EPS for the three and six months ended June 30, 2016 and 2015 was based on the information in the table below.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	**2016**	2015
Balance as at beginning of year	**295,525,745**	295,525,745	**295,525,745**	295,525,745
Effect of shares issued	**5,674,710**	-	**1,912,356**	-
Weighted average number of common shares - basic	**301,200,455**	295,525,745	**297,438,101**	295,525,745
Effect of options granted and outstanding	**44,333,000**	19,400,000	**44,333,000**	19,400,000
Effect of warrants issued and outstanding	**18,000,000**	-	**18,000,000**	-
Weighted average number of common shares - diluted	**363,533,455**	314,925,745	**359,771,101**	314,925,745
Number of options excluded	**44,333,000**	**19,400,000**	**44,333,000**	**19,400,000**
Number of warrants excluded	**18,000,000**	-	**18,000,000**	-
Net loss attributable to shareholders	**$ (45)**	**$ (92)**	**$ (453)**	**$ (1,752)**
Basic loss per share	**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.01)
Diluted loss per share	**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.00)

The effect of adjustments to the weighted average number of common shares would be anti-dilutive when the Company incurs losses. The table above provides the weighted average number of shares on a dilutive basis for periods when losses are incurred for information only.

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There have been no significant capital transactions from the reporting date to the date of this filing which have had a material impact on earnings per share.

16. SHARE-BASED PAYMENTS

Description of the Share-based Payment Arrangements

The Company's share-based payment arrangements are as follows:

Stock option plan (equity-settled)

The Company has a Stock Option Plan to encourage ownership of its shares by key management personnel (directors and executive management), employees and consultants, and to provide compensation for certain services. The terms of the Stock Option Plan provide that the directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day preceding the grant. No compensation is recognized when options are exercised. The number of shares reserved for issuance is not to exceed 15% of the aggregate number of common shares issued and outstanding (calculated on a non-diluted basis) from time to time.

As at September 30, 2016, the Company had 7,123,044 (December 31, 2015 – 24,928,000) common shares available for the granting of future options. Options are exercisable at the market price of the shares on the date preceding the date of grant. The Company does not have any cash-settled transactions.

Share Bonus Plan

The terms of the Company's Share Bonus Plan are set out in Note 14.

Terms and Conditions of Share-based Payment Arrangements

Stock Option Plan

The terms and conditions relating to the grants of the Stock Option Plan are as follows:

- Options issued during the period and granted to executive management, employees and consultants have a maximum term of five years and are equity-settled.
- Options issued during the period and granted to directors have a maximum term of five years and are equity-settled. All options granted to directors vest immediately.
- All options are to be settled by physical delivery of shares.

Disclosure of Share-based Payment Arrangements

Stock Option Plan

The number and weighted average exercise prices of options are as follows:

	Nine months ended September 30, 2016			Year ended December 31, 2015		
	Number of options		Weighted average exercise price	Number of options		Weighted average exercise price
Balance, beginning of period	19,400,000	$	0.07	25,150,000	$	0.07
Granted during the period	33,175,000	$	0.01	-	$	-
Expired during the period	(8,250,000)	$	(0.08)	(4,350,000)	$	0.08
Forfeit during the period				(1,400,000)	$	0.06
Balance, end of period	44,325,000	$	0.02	19,400,000	$	0.07
Options exercisable, end of period	44,325,000	$	0.02	19,400,000	$	0.07

On April 18, 2016 the Company issued 33,175,000 options to directors, officers, consultants and employees of the Company exercisable for a period of five years at an exercise price of $0.01 per option. The options vested upon the date of grant. The fair value of the options were estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions: expected volatility of 160%; expected dividend yield of 0%; risk-free interest rate of 0.77%; and expected life of 5 years. The options were valued at $232,225. Expected volatility was based on the historical volatility of other comparable listed companies.

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The options outstanding at September 30, 2016 are as follows:

# Options		Exercise Price	Expiry date	Weighted average expiry
4,200,000	$	0.07	April 5, 2017	0.51
2,750,000	$	0.03	April 4, 2018	1.51
4,200,000	$	0.02	December 17, 2018	2.21
33,175,000	$	0.01	April 18, 2021	4.55
44,325,000				3.76

17. FINANCE COSTS

Finance costs represent the change in fair value of the participating interest for the period.

18. RELATED PARTIES AND MANAGEMENT AGREEMENTS

Related Party Balances and Transactions

Short-term employee benefits provided by the Company to key management personnel include salaries, consulting fees, directors' fees, statutory benefit contributions, paid annual vacation and paid sick leave as well as non-monetary benefits such as medical care. The Company's non-monetary benefit package for key management personnel is the same as that available to all full-time employees. In addition to short-term employee benefits, the Company may also issue shares as part of the Share Bonus Plan and the Stock Option Plan.

Balances and transactions with related parties as at and for the nine months ended September 30, 2016 and September 30, 2015 are shown in the following tables:

		September 30, 2016		December 31, 2015
Balances Outstanding				
Payable to key management personnel	**$**	**597**	$	213

During the nine months ended September 30, 2016, the Company was charged $27,000 (nine months ended September 30, 2015 $15,000) by CFO Advantage Inc., a company controlled by Kyle Appleby, the Chief Financial Officer of the Company. As at September 30, 2016, $16,950 (December 31, 2015 - $6,780) is included in accounts payable and accrued liabilities. On September 16, 2016, the Company settled $13,560 of debt owing to CFO Advantage in exchange for 2,712,000 common shares (at $0.005 per share) of the Company.

During the nine months ended September 30, 2016, the Company was charged $112,500 by Paul Jones, the Chief Executive Officer of the Company. As at September 30, 2016, $207,035 (December 31, 2015 - $165,000) is owing and included accounts payable and accrued liabilities. On September 16, 2016, the Company settled $60,000 of debt owing to Mr. Jones in exchange for 12,000,000 common shares (at $0.005 per share) of the Company.

During the nine months ended September 30, 2016, the Company was charged $36,000 by Sean Stokes, Executive Vice President of the Company. As at September 30, 2016, $50,000 (December 31, 2015 - $24,000) is owing and included accounts payable and accrued liabilities. On September 16, 2016, the Company settled $10,000 of debt owing to Mr. Stokes in exchange for 2,000,000 common shares (at $0.005 per share) of the Company.

Balances and Transactions with Victory Nickel and CBay under the Management Agreements

The Company shares management, administrative assistance and facilities with Victory Nickel and CBay pursuant to separate agreements. Management operates under the supervision of the respective board of directors of each respective company; there is only one common director of each of Victory Nickel and CBay being Mr. René Galipeau and Mr. Paul Jones, respectively. The management agreement for CBay commenced February 14, 2012 and is terminable by the Company upon 90 days' notice and by CBay upon 60 days' notice.

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Victory Nickel served notice of termination on September 5, 2014; accordingly, that management agreement ceased on March 5, 2015. The Company continues to share resources and costs with Victory Nickel under a cost sharing arrangement.

19. COMPANY ENTITIES

Significant Subsidiaries and Jointly-controlled Entities

Ownership Interest	Country of Incorporation	**September 30, 2016**	December 31, 2015
Lakeport Gold Corporation	Canada	**100%**	100%
CBay Minerals Inc.	Canada	**7.5%**	7.5%
Nuinsco Madencilik Sanaye Ticaret	Turkey	**100%**	100%
Nuinsco Exploration Inc.	BVI	**70%**	70%
Z-Gold Resources Limited (through Nuinsco Exploration Inc.)	Egypt	**70%**	70%
NuMENA Minerals Corp.	Canada	**100%**	100%

20. CONTINGENCY

CRA Reassessment

In March, 2011, the Company received notices of reassessment in the aggregate amount of approximately $4,400,000 from the CRA related to transactions completed in 2006; this amount does not include interest and penalties which could be substantial. The Company filed notices of objection on May 19, 2011. On July 22, 2011, the Company filed a request for adjustment to correspondingly adjust its tax pools and losses, in the unlikely event that the Company's appeal is unsuccessful. On March 7, 2014, the Company received a notice of confirmation with respect to one entity whereby the CRA denied that entity's notice of objection and confirmed the reassessment. The Company has sought, and is following the advice of its tax counsel in this matter.

The appeal process could be lengthy and the Company believes that its position is correct and that it will prevail. Accordingly, the Company has not recorded any liability with respect to this matter.