GOLDTRAIN RESOURCES INC

(An Exploration Stage Enterprise)

UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three and six month periods ended June 30, 2018 and 2017

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim financial statements of GoldTrain Resources Inc. (the "Company") are the responsibility of the management and Board of Directors of the Company.

The unaudited interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the date of the statement of financial position. In the opinion of management, the unaudited interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the unaudited interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Frank Smeenk", CEO and CFO
Frank Smeenk

NOTICE TO READER
The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited interim financial statements for the three and six month periods ended June 30, 2018 and 2017 have not been reviewed by the Company's auditors.

GoldTrain Resources Inc.

UNAUDITED INTERIM STATEMENTS OF FINANCIAL POSITION

(An Exploration Stage Enterprise)
(Canadian dollars)

AS AT,		June 30, 2018		December 31, 2017
ASSETS				
Current				
Cash	**$**	**5,268**	$	24
	$	**5,268**	$	24
LIABILITIES				
Current				
Trade and other payables (Notes 6 and 9)	**$**	**464,799**	$	440,054
Transaction advances (Note 7)		**100,000**		-
Current portion of long term debt (Note 8)		**175,000**		175,000
	$	**739,799**	$	615,054
EQUITY				
Share capital (Note 10 (a))	**$**	**1,831,342**	$	1,831,342
Reserve for warrants (Note 11)		**543,525**		543,525
Reserve for share based payments (Note 12)		**66,000**		66,000
Accumulated deficit		**(3,175,398)**		(3,055,897)
	$	**(734,531)**	$	(615,030)
	$	**5,268**	$	24

Nature of Operations and Going Concern (Note 1)
Commitments and Contractual Obligations (Note 13)

Approved on behalf of the Board effective as at August 10, 2018:

"Donald Sheldon" Director

"Frank Smeenk" Director

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

GoldTrain Resources Inc.

UNAUDITED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(An Exploration Stage Enterprise)
(Canadian dollars)

	Three Months		Six Months	
Periods ended June 30,	**2018**	2017	2018	2017
Expenses				
Professional and consulting fees	**$ 61,910**	$ 5,000	**$ 110,461**	$ 10,896
Shareholder Information	**2,537**	4,927	**8,162**	7,281
Office, general and administrative	**18**	32	**189**	50
Exploration and evaluation expenditures (recovery) (Note 5)	**(468)**	279	**689**	2,703
Net loss and comprehensive loss for the period	**$ 63,997**	$ 10,238	**$ 119,501**	$ 20,930
Loss per share				
Basic and diluted	**$ 0.022**	$ 0.003	**$ 0.041**	$ 0.007
Weighted average number of common shares outstanding				
Basic and diluted (000's)	**2,949**	2,949	**2,949**	2,949

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

GoldTrain Resources Inc.

UNAUDITED INTERIM STATEMENTS OF CHANGES IN EQUITY

(An Exploration Stage Enterprise)
(Canadian dollars)

	Share Capital		Reserves			
	Number of Shares	**Amount**	**Share based payments**	**Warrants**	**Accumulated deficit**	**Total**
Balance at December 31, 2016	2,948,756	$ 1,831,342	$ 66,000	$ 543,525	$ (2,992,246)	$ (551,379)
Comprehensive loss for the year	-	-	-	-	(63,651)	(63,651)
Balance at December 31, 2017	**2,948,756**	**$ 1,831,342**	**$ 66,000**	**$ 543,525**	**$ (3,055,897)**	**$ (615,030)**
Comprehensive loss for the period	**-**	**-**	**-**	**-**	**(119,501)**	**(119,501)**
Balance at June 30, 2018	**2,948,756**	**$ 1,831,342**	**$ 66,000**	**$ 543,525**	**$ (3,175,398)**	**$ (734,531)**
Balance at December 31, 2016	2,948,756	$ 1,831,342	$ 66,000	$ 543,525	$ (2,992,246)	$ (551,379)
Comprehensive loss for the period	-	-	-	-	(20,930)	(20,930)
Balance at June 30, 2017	2,948,756	$ 1,831,342	$ 66,000	$ 543,525	$ (3,013,176)	$ (572,309)

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

GoldTrain Resources Inc.

UNAUDITED INTERIM STATEMENTS OF CASH FLOWS

(An Exploration Stage Enterprise)
(Canadian dollars)

The six month periods ended June 30,		**2018**		2017
Operating activities				
Net loss for the period	**$**	**(119,501)**	$	(10,692)
Add items not affecting cash:				
Changes in non-cash working capital balances:				
Trade and other payables		**24,745**		14,040
Cash flows (used in) provided from operating activities		**(94,756)**		3,348
Investing activities				
Transaction advances (Note 7)		**100,000**		-
Cash flows provided from investing activities		**100,000**		-
Increase in cash		**5,244**		3,348
Cash, beginning of period		**24**		21
Cash, end of period	**$**	**5,268**	$	3,369

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

1. NATURE OF OPERATIONS AND GOING CONCERN CONSIDERATIONS

GoldTrain Resources Inc. (“GoldTrain” or the “Company”) is a public company amalgamated under the laws of Canada on April 27, 2009. The Company’s head office is located at 199 Bay St., Suite 2200, Toronto, ON, M5L 1G4. GoldTrain’s principal business is the acquisition and exploration of mineral properties. Substantially all of the efforts of the Company are devoted to these business activities. To date, the Company has not earned significant revenue and is considered to be in the exploration stage. The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing.

As at June 30, 2018, the Company had a working capital deficiency of $734,531 (December 31, 2017 – $615,030), had not yet achieved profitable operations, had accumulated losses of $3,175,398 (December 31, 2017 - $3,055,897) and expects to incur further losses in the development of its business, all of which casts doubt upon the Company’s ability to continue as a going concern. The Company is in the exploration stage and has no proven reserves or production relating to its operations. The application of the going concern assumption is dependent upon the Company’s ability to generate future profitable operations and obtain necessary financing to do so.

Management believes the Company has sufficient funds or access to sufficient funds to cover planned operations throughout the next twelve-month period. However, management plans on securing additional financing through the issue of new equity, among other things. Nevertheless, there is no assurance that these initiatives will be successful.

These financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The business of mining and exploring for minerals involves a high degree of risk and there is no guarantee that the Company's exploration programs will yield positive results or that the Company will be able to obtain the necessary financing to carry out the exploration and development of its mineral property interests.

Management believes the going concern assumption to be appropriate for these financial statements. If the going concern assumption was not appropriate, adjustments might be necessary to the carrying value of the assets and liabilities, reported revenues and expenses, and the statement of financial position classifications used in the financial statements.

The future profitability of exploration properties and the Company's continued existence are dependent upon the preservation of its interests in the underlying properties, the development of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, the accommodation of its creditors and services providers, or, alternatively, upon the Company's ability to dispose of its interests on an advantageous basis or acquire, finance and develop other assets or projects.

Although the Company has taken steps to verify title to the properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, failure to complete sufficient exploration to meet assessment requirements, unregistered prior agreements, undetected defects, unregistered claims, native land claims, and non-compliance with regulatory and environmental requirements.

2. BASIS OF PREPARATION

2.1 Statement of compliance and presentation

These unaudited interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These unaudited interim financial statements were approved and authorized by the Board of Directors of the Company on August 10, 2018.

These unaudited interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's December 31, 2017 audited annual financial statements. Management advises readers of these unaudited interim financial statements to review the audited financial statements and accompanying notes as at December 31, 2017 in conjunction with the review of these unaudited interim financial statements.

2.3 Future accounting policies and standards adopted

Future accounting policies

At the date of authorization of these unaudited interim financial statements, the IASB and IFRIC have issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods and 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 16 *Leases* ("**IFRS 16**"), sets out the principles for the recognition, measurement and disclosure of leases. IFRS 16 provides revised guidance on identifying a lease and for separating lease and nonlease components of a contract. IFRS 16 introduces a single accounting model for all lessees and requires a lessee to recognize right-of-use assets and lease liabilities for leases with terms of more than 12-months, unless the underlying asset is of low value. Under IFRS 16, lessor accounting for operating and finance leases will remain substantially unchanged. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier application permitted for entities that apply IFRS 15.

Standards adopted

At January 1, 2018, the Company adopted the following standards/amendments for which there was no impact on the Company's financial statements:

- In July 2014 the IASB issued the final amendments to IFRS 9, *Financial Instruments* ("IFRS 9") which provides guidance on the classification and measurement of financial assets and liabilities, impairment of financial assets, and general hedge accounting. The classification and measurement portion of the standard determines how financial assets and financial liabilities are accounted for in financial statements and, in particular, how they are measured on an ongoing basis. The amended IFRS 9 introduced a new, expected-loss impairment model that will require more timely recognition of expected credit losses. In addition, the amended IFRS 9 includes a substantially-reformed model for hedge accounting, with enhanced disclosures about risk management activity. The new standard is effective for annual periods beginning on or after January 1, 2018.

2. BASIS OF PRESENTATION *(continued)*

2.3 Future accounting policies and standards adopted *(continued)*

Standards adopted *(continued)*

- IFRS 15 *Revenue from Contracts with Customers* - IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15"), was issued in May 2014 and will replace IAS 11, "Construction Contracts," IAS 18, "Revenue Recognition," IFRIC 13, "Customer Loyalty Programmes," IFRIC 15, "Agreements for the Construction of Real Estate," IFRIC 18, "Transfers of Assets from Customers," and SIC-31, "Revenue – Barter Transactions Involving Advertising Services." IFRS 15 provides a single, principle-based five-step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17 and financial instruments and other contractual rights or obligations within the scope of IFRS 9 "Financial Instruments," IFRS 10, "Consolidated Financial Statements" and IFRS 11, "Joint Arrangements." In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 is required for annual periods beginning on or after January 1, 2018.

2.4 Use of management estimates, judgments and measurement uncertainty

The preparation of these financial statements using accounting policies consistent with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Such estimates primarily relate to unsettled transactions and events as at the date of the financial statements. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to valuation of deferred tax amounts and the calculation of share-based payments and warrants. Significant estimates and judgments made by management in the preparation of these financial statements are outlined below:

Income taxes
Tax interpretations, regulations and legislation in the jurisdiction in which the Company operates are subject to change and interpretation. As such, income taxes are subject to measurement uncertainty. The Company follows the liability method for calculating deferred taxes. Assessing the recoverability of deferred tax assets requires the Company to make significant estimates related to the expectations of future cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the deferred tax assets and liabilities recorded at the statement of financial position date could be impacted. Additionally, changes in tax laws could limit the ability of the Company to obtain tax deductions in the future.

Going concern assumption
Going concern presentation of the financial statements which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

2. BASIS OF PRESENTATION *(continued)*

2.4 Use of management estimates, judgments and measurement uncertainty *(continued)*

Calculation of share based payments and warrants
The Black-Scholes option pricing model is used to determine the fair value for the share based payments and warrants and utilizes subjective assumptions such as expected price volatility and expected life of the option or warrant. Discrepancies in these input assumptions can significantly affect the fair value estimate.

Decommissioning provisions
These are made based on the estimated settlement amounts. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed quarterly and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions on a quarterly basis. Actual rehabilitation costs will ultimately depend on actual future settlement amount for the rehabilitation costs which will reflect the market condition at the time that the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

3. CAPITAL MANAGEMENT

The Company's objectives in managing its capital are: to maintain adequate levels of funding to support its expenditures arising from the Company's investments; to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its properties; to maintain a flexible capital structure for its projects for the benefit of its stakeholders; to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company considers its capital to be equity, which is comprised of share capital, reserve accounts and accumulated deficit, which as at June 30, 2018 was a deficiency of $734,531 (December 31, 2017 – $615,030).

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The board of directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company expects its capital resources, together with its access to the capital markets, small loans from certain shareholders and accommodation from its service providers, will be sufficient to carry out its exploration plans and operations through its current operating period. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the six month period ended June 30, 2018. The Company is not subject to externally imposed capital requirements.

4. FINANCIAL INSTRUMENTS

Fair Value Hierarchy
Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Fair value
The Company's financial instruments as at June 30, 2018 include cash, trade and other payables, transaction advances and long term debt. The Company has designated its cash as fair value through profit and loss, which is measured at fair value. Fair value of cash is determined based on transaction value and is categorized as Level 1 measurement. Fair value of trade and other payables, transaction advances and long term debt is determined from transaction values which were derived from observable market inputs. Fair values of these financial instruments are based on Level 2 measurements. The Company records its financial instruments at their carrying amounts which approximates fair value, unless otherwise disclosed in the financial statements. The carrying amounts approximate fair values due to the short-term maturities of cash, trade and other payables, transaction advances and long term debt.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Interest-rate risk
The Company has cash balances that do not bear interest and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2018, the Company had current assets of $5,268 (December 31, 2017 - $24) to settle current liabilities of $739,799 (December 31, 2017 - $615,054). The ability of the Company to continue to pursue its exploration activities and continue as a going concern is dependent on its ability to secure additional equity or other financing and the continued accommodation from its service providers. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. As at June 30, 2018, the Company had a working capital deficiency of $734,531 (December 31, 2017 - $615,030).

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash included in current assets. The Company has no material concentration of credit risk arising from operations. Cash consists of bank deposits, which have been invested in a Canadian chartered bank, from which management believes the risk of loss is remote. The Company's maximum exposure to credit risk as at June 30, 2018 is the carrying value of cash.

(Canadian dollars)

5. MINERAL PROPERTIES

The evaluation and exploration expenses for the Company are broken down as follows:

	Six Month Period Ended June 30, 2018	Six Month Period Ended June 30, 2017	Cumulative to date *
Missinabie/Nudulama Property	**$ 689**	$ 2,703	**$ 1,193,476**
Exploration and evaluation expenditures	**$ 689**	$ 2,703	**$ 1,193,476**

* Only properties currently under exploration are included in this figure.

Missinabie/Nudulama Property – Brackin and LeesonTownship, Ontario
The Company has a 100% interest in 7 unpatented mining claims (containing 92 claim units) covering approximately 1472 hectares in the Brackin Township area (Missinabie Property), approximately 72 kilometres northeast of the town of Wawa, Ontario. The vendor retains a 2% net smelter royalty.

In 2010, the Company acquired a 100% interest in 2 unpatented mining claims in the Leeson Township area, in the mining district of Sault Ste. Marie, by issuing 400,000 common shares and paying $11,200. The vendor retains a 3% net smelter royalty on the property, two-thirds of which can be purchased for $2,000,000.

In 2011, the Company purchased a 100% interest in 11 patented and 11 leased claims in Leeson Township (Nudulama Property) approximately 85 kilometers northeast of Wawa, Ontario. The patented claims are adjacent to the Missinabie Property. The Company paid $100,000, issued 30,000 common shares and issued 30,000 warrants now expired. The vendor retains a 2% net smelter royalty on the property, one-half of which can be purchased for $1,000,000.

6. TRADE AND OTHER PAYABLES

Trade and other payables of the Company are principally comprised of amounts outstanding for trade purchases relating to exploration activities and amounts payable for operating and financing activities. The usual credit period taken for trade purchases is between 30 to 90 days.

The following is an aged analysis of the trade and other payables:

	As at, June 30, 2018	As at, December 31, 2017
Less than 1 month, accruals and non-interest bearing loans	**$ 182,410**	$ 244,113
1 – 3 months	**-**	7,254
Over 3 months	**282,389**	188,687
Total trade and other payables	**$ 464,799**	$ 440,054

7. TRANSACTION ADVANCES

The following is a summary of the activity of transaction advances:

	As at, June 30, 2018	As at, December 31, 2017
Transaction advance from Idaho Champion Gold Mines Ltd	**$ 100,000**	$ -
Total transaction advances	**$ 100,000**	$ -

7. TRANSACTION ADVANCES *(continued)*

On November 20, 2017, the Company entered into a binding letter agreement and in July 2018 signed an amalgamation agreement with Idaho Champion Gold Mines Ltd. ("Idaho Champion"), a private issuer based in Ontario, relating to a reverse takeover transaction (the "Transaction"), pursuant to which the Company proposes to acquire all of the issued and outstanding securities of Idaho Champion by way of a three-cornered amalgamation, pursuant to which a wholly-owned Ontario-incorporated subsidiary of the Company will amalgamate with Idaho Champion, with the resulting amalgamated company being a wholly-owned subsidiary of GoldTrain. GoldTrain will continue as the parent corporation (the "Resulting Company"). Concurrently with the closing of the Transaction, the Resulting Company expects to change its name to "Idaho Champion Gold Mines Canada Inc." or another name acceptable to Idaho Champion, the Company and any regulatory authorities having jurisdiction. It is anticipated that the Resulting Company will continue to list its shares on the Canadian Securities Exchange (the "CSE") following completion of the Transaction.

It is anticipated that, on completion of all of the various parts of the Transaction, the current GoldTrain shareholders will hold 982,918 shares of the Resulting Company (representing between 3.4% and 2.6% of the outstanding shares), certain GoldTrain creditors will hold between 698,943 and 1,016,987 shares of the Resulting Company (representing between 2.4% and 2.7% of the outstanding shares), the current Idaho Champion shareholders will hold 27,042,000 shares of the Resulting Company (representing between 94.2% and 71.9% of the outstanding shares), additional subscribers in the Idaho Champion Private Placement (described below) will hold up to 3,558,000 shares of the Resulting Company (representing up to 9.5% of the outstanding shares), subscribers in the GoldTrain Private Placement (described below) will hold up to 1,012,500 shares of the Resulting Company (representing up to 2.7% of the outstanding shares), and an arms' length vendor of certain additional mining claims in Idaho will hold up to 4,000,000 shares of the Resulting Company (representing up to 10.6% of the outstanding shares).

In order for the Company to address some outstanding liabilities and improve its financial condition, and subject to the completion of the Transaction: (i) certain creditors agreed to forgive approximately $342,327 of outstanding or accrued liabilities owed by the Company; and (ii) certain other creditors agreed to convert approximately $167,747 of outstanding debt into common shares of the Company at a conversion rate of $0.08 per share, which was the last closing price of GoldTrain shares on the CSE on November 13, 2017, prior to a 'halt' to trading on the CSE as a result of the announcement on November 21, 2017 of the signing of a preliminary letter agreement in respect of the Transaction. The debt conversion is planned to be completed prior to implementation of the 1:3 share consolidation described below (thereby making the effective debt conversion price $0.24 per post-consolidation share).

Idaho Champion is currently pursuing completion of a private placement to a number of accredited investors and others permitted to purchase securities on a prospectus-exempt basis, seeking to raise up to US$2,500,000 (of which US$1,788,400 has been completed to date by issuing 8,942,000 Idaho Champion common shares) at US$0.20 per share (the "Idaho Champion Private Placement"). GoldTrain is currently pursuing completion of a private placement to a number of accredited investors and others permitted to purchase securities on a prospectus-exempt basis, seeking to raise up to an aggregate of $1,200,000 by issuing special warrants at a price of $0.24 per warrant, with each special warrant being exercisable, without additional consideration, into one common share of the Resulting Company (the "GoldTrain Private Placement") following implementation of the 1:3 share consolidation described below. As of this date, none of the GoldTrain Private Placement has been completed.

(Canadian dollars)

7. TRANSACTION ADVANCES *(continued)*

Immediately prior to completion of the Transaction, the Company proposes to consolidate its outstanding shares on a 1:3 basis (the "Share Consolidation") thereby reducing the number of outstanding shares to approximately 1,999,781 post-consolidation shares (such post-consolidation shares hereinafter referred to as "Resulting Company Shares").

On successful completion of the Transaction, Sheldon Executive Services Inc., a company controlled by a director of GoldTrain, will be issued, as compensation for services rendered in respect of the Transaction, 500,000 warrants of the Resulting Company, each such warrant entitling the holder to purchase one Resulting Company Share at a price of $0.50 at any time within five years after completion of the Transaction.

Idaho Champion agreed to lend the Company $100,000 (the "Interim Loan"), which was received by the Company in January 2018, to assist the Company to pay certain outstanding liabilities and some expenses to be incurred in respect of the Transaction. In the event that the Transaction is not completed, the Interim Loan will be released and forgiven by Idaho Champion as a break fee.

As at June 30, 2018, the Company is in the process of trying to close this Transaction.

8. LONG TERM DEBT

The following is a summary of the activity of long term debt:

As at,	June 30, 2018	December 31, 2017
Balance	**$ 175,000**	$ 175,000

In February 2014, the Company agreed with one of its creditors, current director and significant shareholders to defer payment of amounts owed by converting $175,000 of accounts payable into long-term debt represented by interest-free convertible promissory notes (i) maturing on June 30, 2015 (extended to June 30, 2016), (ii) extendible for one year by the Company in certain circumstances (the right to extend was exercised), (iii) acceleration of the maturity date on any change of control or other fundamental change in respect of the Company, and (iv) convertible at the option of the holder in tranches of $25,000 each into units at $1.00 per unit with each unit being comprised of one common share of the Company and one whole warrant exercisable to purchase one common share of the Company for $2.00 within 3 years from the date of the convertible promissory notes. The maturity on this convertible promissory note has expired and is now due on demand.

9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

Certain corporate entities and consultants that are related to the Company's officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other services to the Company. All transactions were conducted in the normal course of operations and are measured at the exchange amounts, which is the amount of consideration established and agreed to by the related parties and are as follows:

During the six month period ended June 30, 2018, the Company was charged or accrued $102,000 (2017 - $3,000) for legal fees by a law firm of which a partner of the law firm is a director and indirect significant shareholder owning more than 10% of the outstanding shares of the Company.

(Canadian dollars)

9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT *(continued)*

Included in trade and other payables as at June 30, 2018 is $489,000 (December 31, 2017 - $323,000) owing to current key management, directors and related parties. In addition, included in trade and other payables at June 30, 2018 is $Nil (December 31, 2017 - $22,000) owing to a former director and $Nil (December 31, 2017 - $28,000) to a significant shareholder owning more than 10% of the Company.

10. SHARE CAPITAL

(a) Common shares

Authorized – Unlimited number of common shares
Unlimited number of preference shares issuable in series

	Number of Shares	Amount
Balance, January 1, 2017, December 31, 2017 and June 30, 2018	**2,948,756**	**$1,831,342**

(b) Options

The Company has a stock option plan (the "Plan") under which the board of directors of the Company may grant options to acquire common shares of the Company to directors and officers, employees and consultants of the Company. Exercise prices cannot be less than the closing price of the Company's shares on the trading day preceding the date of grant less any discounts permitted by regulatory policies and the maximum term of any option cannot exceed five years. The maximum aggregate number of common shares under option at any time under the Plan is a rolling 10% of the issued and outstanding common shares, namely 294,875 common shares issuable under the plan (December 31, 2017 - 294,875). As at June 30, 2018, the Company had 294,875 (December 31, 2017 – 294,875) options available for issuance under the Plan.

As at June 30, 2018 and December 31, 2017, there were no options or warrants outstanding.

11. RESERVE FOR WARRANTS

Reserve for warrants is comprised of the following:

As at,	**June 30, 2018**	December 31, 2017
Balance, beginning of the period/year	**$ 543,525**	$ 543,525
Balance, end of period/year	**$ 543,525**	$ 543,525

12. RESERVE FOR SHARE BASED PAYMENTS

Reserve for share based payments is comprised of the following:

As at,	**June 30, 2018**	December 31, 2017
Balance, beginning of the period/year	**$ 66,000**	$ 66,000
Balance, end of period/year	**$ 66,000**	$ 66,000

13. COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Company's activities are subject to environmental regulation (including regular environmental impact assessments and permitting) in each of the jurisdictions in which its mineral properties are located. Such regulations cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour relations and worker safety. The Company may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies and their directors. The Company has not determined and is not aware whether any provision for such costs is required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

The Company may become subject to tax audits of the flow-through expenditures renounced to investors; however, the Company believes that all Canadian Exploration Expenditures were effected and renounced in compliance with the prescribed regulations of the *Income Tax Act (Canada*).