St-Georges Platinum and Base Metals Ltd.

Condensed Interim Financial Statements

For the nine months ended September 30, 2016

(Unaudited)

(Expressed in Canadian Dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

MONTREAL, QUEBEC
November 23, 2016

St-Georges Platinum & Base Metals Ltd.
Statements of Financial Position
(Unaudited)

As at	September 30, 2016	December 31, 2015
Assets	**$**	$
Current assets		
Cash and cash equivalents	**2,319**	-
Other receivables (Note 5)	**31,990**	29,522
Prepaid expenses	**16,548**	4,340
Total current assets	**50,857**	33,862
Non-current assets		
Exploration and evaluation assets (Note 6)	**1,044,477**	1,035,267
Total assets	**1,095,334**	1,069,129
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	**287,101**	262,111
Taxes payable	**24,174**	24,174
Due to a director (Note 14)	**10,565**	32,602
Total current liabilities	**321,840**	318,887
Long-Term Liabilities		
Debt component of convertible debentures (Note 8)	**121,870**	106,294
Total liabilities	**443,710**	425,181
Shareholders' equity		
Common shares (Note 9)	**11,135,845**	10,993,345
Equity component of convertible debentures (Note 8)	**162,616**	162,616
Reserves (Note 9)	**1,833,272**	1,563,172
Deficit	**(12,480,109)**	(12,075,185)
Total shareholders' equity	**651,624**	643,948
Total liabilities and shareholders' equity	**1,095,334**	1,069,129

(signed)

"Francois Dumas"

Francois Dumas
President and Chief Executive Officer

(signed)

"Richard Barnett"

Richard Barnett
Chief Financial Officer

St-Georges Platinum & Base Metals Ltd.
Statements of Comprehensive Loss
(Unaudited)

	Nine months ended September 30, 2016	Nine months ended September 30, 2015	Three months ended September 30, 2016	Three months ended September 30, 2015
Brokerage fees	**$ 14,921**	$ 14,667	**$ 2,967**	$ 2,997
Financial fees and bank charges	**15,575**	10,418	**5,430**	281
Interest charges	**9,331**	23,319	**45**	5,526
Office expenses	**7,971**	1,835	**2,575**	450
Professional fees	**14,719**	14,507	**5,400**	4,399
Publicity and promotions	**35,291**	10,941	**23,166**	314
Stock based compensation	**270,100**	-	**270,100**	-
Subcontractors	**57,046**	70,724	**23,000**	10,500
	$ 424,954	$ 146,411	**$ 332,683**	$ 24,467
Gain on debt settlement	**20,030**	-	**20,030**	-
Loss and comprehensive loss for the period	**$ (404,924)**	$ (146,411)	**$ (312,653)**	$ (24,467)
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.00)
Weighted average number of common shares outstanding	**47,776,271**	42,087,287	**50,574,915**	44,439,041

St-Georges Platinum & Base Metals Ltd.
Statements of Changes in Equity
For the nine months ended September 30, 2016 and 2015
(Unaudited)

	Number of Common Shares (Note 9)	Common Shares	Equity component of convertible debentures	Reserves	Deficit	Total Shareholders' Equity
		$	$	$	$	$
Balance at January 1, 2015	**34,504,463**	**10,692,308**	**162,616**	**1,571,172**	**(12,062,917)**	**363,179**
Shares issued as settlement of accounts payable	**9,934,578**	**596,075**	**-**	**-**	-	**596,075**
Net loss for the period	**-**	**-**	**-**	**–**	**(146,411)**	**(164,411)**
Balance as at September 30, 2015	**44,439,041**	**11,288,383**	**162,616**	**1,571,172**	**(12,209,328)**	**812,843**
Balance at January 1, 2016	**44,639,045**	**10,993,345**	**162,616**	**1,563,172**	**(12,075,185)**	**643,948**
Shares issued for cash (net)	**3,300,000**	**63,500**	**-**	**-**	-	**63,500**
Shares issued as settlement of accounts payable	**3,950,000**	**79,000**	**-**	**-**	-	**79,000**
Stock based compensation	**-**	**-**	**-**	**270,100**	-	**270,100**
Net loss for the period	**-**	**-**	**-**	**-**	**(404,924)**	**(404,924)**
Balance as at September 30, 2016	**51,889,045**	**11,135,845**	**162,616**	**1,833,272**	**(12,480,109)**	**651,624**

St-Georges Platinum & Base Metals Ltd.
Statements of Cash Flows
(Unaudited)

For the nine months ended September 30	2016	2015
	$	$
Operating activities		
Net loss and comprehensive loss for the period	**(404,924)**	(146,411)
Non-cash items		
Accrued interest on loan	**2,161**	-
Interest on convertible debentures	**15,575**	12,316
Stock based compensation	**270,100**	-
Gain on debt settlement	**20,030**	-
	(97,058)	(134,095)
Net changes in working capital items		
Other receivables	**(2,467)**	503
Prepaid expenses	**(12,208)**	8,138
Accounts payable and accrued liabilities	**59,762**	110,845
	45,087	119,486
Net cash used in operating activities	**(51,971)**	(14,609)
Investing activities		
Exploration cost	**(9,210)**	(15,802)
Net cash used in investing activities	**(9,210)**	(15,802)
Financing activities[1]		
Due to a director	**-**	28,489
Shares issued (net)	**63,500**	-
Net cash from financing activities	**63,500**	28,489
Increase (decrease) in cash and cash equivalents	**2,319**	(1,922)
Cash and cash equivalents, beginning of period	**-**	3,754
Cash and cash equivalents, end of period	**2,319**	1,832

[1] The Company issued $476,075 in shares during the nine months ended September 30, 2015, and $79,000 in shares during the nine months ended September 30, 2016, both in settlement of debts. These are treated as non-cash transactions.

1. Corporate Information and Going Concern of Operations

St-Georges Platinum & Base Metals Ltd. (the "Company" or "St-Georges") was incorporated under the Canada Business Corporations Act on September 21, 2002. The Company is listed on the Canadian Securities Exchange ("CSE"), having the symbol SX, on the OTC PINK, having the symbol SXOOF, and on the Deutsche Börse in Frankfurt (FSE) under the symbol 85G1. The address of the Company's corporate office and principal place of business is 999 De Maisonneuve West, Suite 725, Montreal, Québec H3A 3L4 Canada. The principal activities of the Company are the exploration and evaluation of mineral properties in Canada. The Company is conducting research and developing metallurgical processes and metallurgical technologies.

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. At September 30, 2016, the Company has not yet achieved profitable operations, had no operating income and had cash and cash equivalents of $2,319 and negative working capital of $270,983. As such, the Company's ability to continue as a going concern depends on its ability to successfully raise additional financing. If additional capital is not raised, the going concern basis may not be appropriate with the result that the Company may have to realize its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts different from those stated in the financial information. No adjustments for such circumstances have been made in the financial information.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, continuation of the Company's interest in the underlying resource claims, the ability of the Company to obtain necessary financing to complete their development and upon future profitable production or proceeds from the disposition thereof. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on acceptable terms.

2. Basis of Presentation

a) Statement of Compliance

These condensed interim financial statements of the Company for the period ended September 30, 2016 have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

The policies applied in these condensed interim financial statements are consistent with the policies disclosed in Notes 2, 3 and 4 of the Company's audited financial statements for the year ended December 31, 2015 and should be read in conjunction with those financial statements.

The financial statements of the Company were authorized for issue by the Board of Directors on November 23, 2016.

2. Basis of Presentation (continued)

b) Basis of Measurement

The financial statements have been prepared on an historical cost basis except for certain liabilities measured at fair value as required under specific IFRS pronouncements.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

c) Functional and Presentation Currency

The financial statements are presented in Canadian dollars, which is also the Company's functional currency.

3. Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. Please refer to section (p) which addresses standards issued but not yet effective.

a) Mining Properties and Deferred Exploration and Evaluation Expenditures

Pre-exploration Costs

Pre-exploration costs are expensed in the year in which they are incurred.

Exploration and Evaluation Expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur. Tax credits and mining duties are applied to reduce related E&E in the period recognized.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

3. Summary of Significant Accounting Policies (continued)

a) Mining Properties and Deferred Exploration and Evaluation Expenditures (continued)

Exploration and Evaluation Expenditures (continued)

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset’s fair value less costs to sell and value in use.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as ‘mines under construction’. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

Mining exploration and evaluation expenditures are classified as intangible assets.

b) Impairment of Non-Financial Assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets, are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive loss/income.

c) Financial Instruments

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Financial assets at fair value through profit or loss (“FVTPL”)

A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated as at FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company’s risk management strategy. Attributable transaction costs are recognized in profit or loss when incurred. FVPTL are measured at fair value, and changes, are recognized in profit or loss. There are no financial assets classified in this category.

3. Summary of Significant Accounting Policies (continued)

c) Financial Instruments (continued)

Held to Maturity ("HTM")

Securities that have a fixed maturity date and which the Company has positive intention and the ability to hold to maturity are classified as held-to-maturity and are initially recognized at fair value and subsequently at amortized cost using the effective interest rate method. Transaction costs incurred to acquire held to maturity financial instruments are included in the underlying balance. There are no financial assets classified in this category.

Loans and Receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified cash and cash equivalents, and other receivables as loans and receivables.

Available-For-Sale Investments

Non-derivative financial assets that do not meet the definition of loans and receivables are classified as available-for-sale and comprise principally the Company's strategic investments in entities not qualifying as subsidiaries or associates. Available-for-sale investments are carried at fair value with changes in fair value recognized in other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost. There are no financial assets in this category.

On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss.

Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

3. Summary of Significant Accounting Policies (continued)

c) Financial Instruments (continued)

Impairment of Financial Assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the reversal of the previously recognized impairment loss is recognized in the statement of loss and comprehensive loss.

Financial Liabilities

Financial Liabilities are classified into one of following categories:

Fair Value through profit or loss

This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with the changes in fair value recognized in the statement of loss and comprehensive loss. There are no financial liabilities in this category.

Other financial liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred, and comprise of trade payables and accrued liabilities. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. This category includes accounts payable and accrued liabilities, due to a company controlled by a director and convertible debentures.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or expired.

d) Compound financial instruments

Compound financial instruments issued by the Company comprise convertible debentures that can be converted into shares include both a financial liability and an equity component, such as the option to convert debentures in shares. The components of the instrument are classified separately as liabilities and equity. The Company first determines the carrying amount of financial liability by discounting future cash flows representing principal payments and interest payments generally at market rate for a similar liability which no equity component is associated to. The carrying value of the equity instrument that represents the convertible in share option is then determined by deducting the carrying amount of financial liability in the amount of the hybrid instrument as a whole.

3. Summary of Significant Accounting Policies (continued)

e) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, cash in trust, deposits with banks and other highly liquid short-term investments with original maturities of three months or less.

f) Tax Credits and Mining Duties

The Government of Quebec provides a 16% non-taxable refundable credit for losses to help operators meet exploration, mineral deposit evaluation and mine development costs by refunding part of eligible expenditures incurred. This credit is based on the lesser of:

- The amount of the annual loss; and
- 50% of eligible exploration expenditures, mineral deposit evaluation and mine development expenses, reduced by tax credits related to resources.

The Government of Quebec also offers businesses having establishments and that carry on activities in Quebec a refundable tax credit of 28% on eligible exploration expenses.

Tax credits and mining duties, which are earned as a result of qualifying mineral exploration expenses, are recognized when the exploration expenses are incurred and collection is reasonably assured. They are applied to reduce related mineral exploration expense in the period recognized.

g) Income Taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. Summary of Significant Accounting Policies (continued)

h) Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, preferred shares, share warrants and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Flow-through Shares

The Company may from time to time issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital.

Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's reporting year is disclosed separately as flow-through share proceeds.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

i) Reserves

Reserves are used to record the accumulated fair value of stock options recognized as share based payments and warrants issued. Reserves are increased by the fair value of these items on vesting and is reduced by the corresponding amounts when options and warrants are exercised, cancelled or expire.

j) Warrants

The Company accounts for warrants using the fair value method. Under this method, the value of warrants is measured at fair value at the grant date using the Black-Scholes option pricing model, using management's assumptions disclosed in Note 9, and recorded as share capital when the warrants are exercised.

3. Summary of Significant Accounting Policies (continued)

k) Share-based Payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income. Options or warrants granted related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

All equity-settled share-based payments are reflected in reserves until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

l) Loss per Share

The basic loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant year.

The diluted loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

3. Summary of Significant Accounting Policies (continued)

m) Rehabilitation Provisions

The Company is subject to various government laws and regulations relating to environmental disturbance caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the explorations sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes: restoration, reclamation, and revegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur. As of September 30, 2016, no rehabilitation provision has been recorded.

n) Net Smelters Return (NSR) Royalties

The NSR royalties are generally not be accounted for when acquiring the mining property since they are deemed to be a contingent liability. Royalties are only accounted for when probable and can be measured with sufficient reliability.

o) Segment Disclosures

The Company currently operates in a single segment: the acquisition and exploration of mining properties. All of the Company's activities are conducted in Canada.

p) Application of New and Revised IFRS

New and revised IFRSs in issue but not yet effective

IFRS 9 –Financial Instruments - In November 2009, the IASB issued IFRS 9, which will replace IAS 39, "Financial instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, and replaces the multiple category and measurement models in IAS 39. The approach in IFRS 9 focuses on how an entity manages its financial instruments in the context of its business model, as well as the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods currently provided in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of IFRS 9 on its financial statements.

4. Critical Accounting Judgments and Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

a) Judgments

i) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the year the new information becomes available.

ii) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

4. Critical Accounting Judgments and Estimates (continued)

b) Estimates

i) Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

ii) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 9.

iii) Provisions and Contingencies

The amount recognized as provision, including legal, contractual, constructive and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore assessment of contingencies inherently involves the exercise of significant judgement and estimates of the outcome of future events. The Company assesses its liabilities and contingencies based upon the best information available, relevant tax laws and other appropriate requirements.

iv) Impairment of exploration and evaluation assets

Exploration and evaluation assets shall be assessed for an impairment test when facts and circumstances suggest that their carrying amount may exceed recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment loss. Indications of impairment as well as the evaluation of recoverable amount of exploration and evaluation assets require significant judgment. Management considers various factors including, but are not limited to, financial and human resources available, exploration budgets planned, importance and results of exploration work done previously, industry and economic trends and price of minerals.

4. Critical Accounting Judgments and Estimates (continued)

b) Estimates (continued)

v) Valuation of tax credits related to resources and mining tax credits

Tax credit related to resources and mining tax credit for the current and prior periods are measured at the amount expected to be recovered from the taxation authorities using the tax rates and tax laws that have been enacted or substantively enacted at the statement of financial position date. Uncertainties exist with respect to the interpretation of tax regulations for which certain expenditures could be disallowed by the taxation authorities in the calculation of credits, and the amount and timing of their collection.

The calculation of the Company's credits necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until notice of assessments and payments have been received from the relevant taxation authority. Difference arising between the actual results following final resolution of some of these items and the assumptions made could necessitate adjustments to tax credit related to resources and to mining tax credit, exploration and evaluation assets and income tax expense in future periods.

The amounts recognized in the financial statements are derived from the Company's best estimation and management's judgment as described above. However, the inherent uncertainty regarding the outcome of these items means that eventual resolution could differ from the accounting estimates and therefore have an impact on the Company's financial position and its cash flows.

5. Other receivables

As of September 30, 2016 and December 31, 2015, the Company had receivables as described below:

	September 30, 2016	December 31, 2015
	$	$
Sales taxes recoverable	**31,990**	29,522

6. Exploration and Evaluation Assets

	Villebon	Julie & Isoukustouc Projects	Lithium Projects	St-Jean Property	Franquelin Property	Total
	$	$	$	$	$	$
Balance as at Jan. 1, 2015	**67,143**	**1,041,391**	-	**51,000**	**550**	**1,160,084**
Exploration cost (recovery)	-	(6,125)	-	-	-	(6,125)
Less: Impairment	(67,142)	-	-	(51,000)	(550)	(118,692)
Balance as at Dec. 31, 2015	**1**	**1,035,266**	-	-	-	**1,035,267**
Exploration costs	-	6,502	2,708	-	-	9,210
Balance as at Sept. 30, 2016	**1**	**1,041,768**	**2,708**	-	-	**1,044,477**

All of the exploration and evaluation assets are described in more detail below.

Villebon Property

The Villebon Property is located within the Abitibi Greenstone Belt of northwestern Quebec. During the prior year, the Company concluded there were indications that certain of the remaining claims comprising the asset may be impaired and as a result, the Company recorded an impairment charge in the amount of $67,142.

Julie and Isoukustouc Projects

The Julie Project is located south of Lac La Blache, Quebec.

The Isoukustouc Project is located within the Manicouagan River – Manic Complex, Quebec.

Upon the Company exercising the Option of its 100% interest in the property and upon commencement of full scale production, the optionor becomes eligible to receive 3% of the NSRs from the Company. The Company has the right to purchase 1.5% of the NSR from the Optionor at any time, but not later than 12 months from the commencement of industrial exploitation of the properties for a total cash sum of $3,000,000.

Lithium projects

On April 28, 2016, the Company entered into an Option and Joint Venture Agreement, with directors of the Company and Active Growth Capital Inc. Pursuant to the Joint Venture Agreement, the directors granted the Company a 50% interest, for no consideration, in certain claims comprising the Muscovite Mines Property. The directors have granted Active Growth an option to acquire a 50% interest in the Muscovite Mines Property for consideration which includes issuing the Company 600,000 common shares of Active Growth.

The Company has granted Active Growth the option to acquire 50% of their interest, thereby bringing Active Growth's total interest to 75% of the Muscovite Mines Property. In consideration, Active Growth must incur an aggregate of $200,000 in exploration work on or before the second anniversary of the date of execution of the Option and Joint Venture Agreement.

Upon earning the initial 50% interest in the Muscovite Mines Property, the Company and Active Growth will form a joint venture. The participating interest of the joint venture will be determined based on whether Active Growth pursues the additional 25% interest. The Joint Venture Agreement is subject to Active Growth completing a minimum financing within 45 days of execution of the Joint Venture Agreement and approval by the TSX-V. This condition is currently being renegotiated. The Company and Active Growth have also jointly acquired certain claims located in northern Quebec.

6. Exploration and Evaluation Assets (continued)

St-Jean Property

The St-Jean Property is located in the Saguenay Lac St-Jean region, Quebec. On September 25, 2014, the Company signed an agreement to acquire certain mining claims constituting the St-Jean Property in consideration of the Company transferring all of its rights and titles in certain mining claims in Villebon. As consideration, the Company is required to issue 200,000 common shares on each of November 19, 2015, 2016, 2017 and 2018. A total of 200,000 common shares were issued to Exploration Khalkos during the year ended December 31, 2015.

In the prior year, the Company concluded there were indications the claims comprising the asset may be impaired and as a result, the Company recorded an impairment charge in the amount of $51,000 and the property was returned in the current period.

Franquelin Property

The Franquelin property is located east of Baie-Comeau, Quebec. In the prior year, the Company concluded there were indications the asset may be impaired and as a result, the Company recorded an impairment charge in the amount of $550.

7. Accounts payable and accrued liabilities

	September 30, 2016	December 31, 2015
	$	$
Accounts payable (Note 14)	**247,301**	244,611
Accrued liabilities	**39,800**	17,500
	287,101	262,111

8. Convertible Debentures

On July 3, 2013, the Company issued Convertible Unsecured Debentures (the "Debentures") in the aggregate amount of $1,829,000.

The Debentures bear interest at the annual rate of 6% calculated quarterly in arrears and payable on a pro-rata basis on conversion or at maturity. The Debentures mature on July 2, 2023. At any time before the maturity date the Debentures are convertible at the option of either the holder or the Company into fully paid and non-assessable common shares of the Company subject to certain conditions.

At the date of issuance, the debt component of the Debentures amounted to $535,850, representing the present value of interest and principal repayment until July 2, 2023. The difference between the nominal value and the debt component amounted to $1,293,150 and represents the conversion option, which was recorded in the equity of the Company. Over the term of the Debenture, the debt component will be increased to its nominal value of $1,829,000 to provide, for accounting purposes, an actual interest expense equal to 20%, representing the estimated interest rate of similar debt instruments which do not have such an equity component. The debt component amounted to $121,870 on September 30, 2016 (December 31, 2015 - $106,294).

Convertible Debentures	Total
	$
Balance as at January 1, 2015	**89,242**
Accrued interest	17,052
Balance as at December 31, 2015	**106,294**
Accrued interest	15,576
Balance as at September 30, 2016	**121,870**

9. Share Capital

a) Common Shares

The Company is authorized to issue an unlimited number of common shares, voting, participating and with no par value. The share capital of the Company consists only of fully paid common shares.

The holders of common shares are entitled to receive dividends, which may be declared from time to time, and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

2016

On May 9, 2016, the Company completed a private placement for total subscriptions of $145,000 for 7,250,000 units priced at $0.02 per unit. Each unit consists of one common share and one non-transferrable twenty-eight month warrant entitling the purchaser to acquire one common share and one additional warrant for an exercise price of $0.04. The second warrant has an exercise price of $0.06 and expires twenty eight months from the initial issue date. Four insiders of the Company subscribed for a total of $59,000 of the placement.

2015

On February 14, 2015, the Company issued 2,000,000 common shares, with a fair value of $55,000, to the Vendors of the Villebon Property (Note 6). The Company recorded a gain on settlement of accounts payable of $65,000. On November 19, 2015, the Company issued 200,000 common shares to Exploration Khalkos (Note 6). Accordingly, the Company reallocated $8,000 from reserve to share capital.

During the year ended December 31, 2015, the Company settled accounts payable and balances due to related parties through the issuance of 7,934,582 units with a fair value of $238,037. The total debt was $476,075 and, accordingly, the Company recorded a gain on settlement of $238,038. Each unit consists of one common share and one warrant. Each warrant is exercisable at a price of $0.075 for a period of 9 months, $0.15 for the following 9 months and $0.30 for the last 18 months.

b) Preferred shares

The Company is authorized to issue an unlimited number of preferred shares without nominal or par value. The Company has not issued any preferred shares.

c) Share-based payment reserve

The share-based payment reserve account is used to record the accumulated fair value of stock options recognized as share-based payments and warrants issued. The reserve is increased by the fair value of these items on vesting and is reduced by the corresponding amounts when options and warrants are exercised.

9. Share Capital (continued)

d) Warrants

The following is a summary of changes in warrants from January 1, 2015 to September 30, 2016:

	Number of Warrants	Weighted Average Exercise Price
		$
Balance as at January 1, 2015	**Nil**	**-**
Issued	**7,934,582**	0.15(1)
Balance as at December 31, 2015	**7,934,582**	**0.15**
Issued	**7,250,000**	0.02(2)
Balance as at September 30, 2016	**15,184,582**	**0.08**

(1) The Company is able to force the exercise of the warrants if the price of the common shares on the CSE is at or above 150% of the warrants' exercise price for 10 consecutive days. At September 30, 2016, the warrants have a remaining life of 1.65 years.
(2) The Company is able to force the exercise of the warrants if the price of the common shares on the CSE is at or above 150% of the warrants' exercise price for 10 consecutive days. At September 30, 2016, the warrants have a remaining life of 4.33 years.

The fair value of the warrants issued in the current period was calculated at $130,600 using the Black-Scholes option pricing model with following weighted average assumptions:

	2016
Weighted average assumptions:	
Risk-free interest rate	0.58%
Expected dividend yield	0.00
Expected option life (years)	3.50
Expected stock price volatility	200%

10. Share-based Payments

a) Stock Option Plan

On September 1, 2009, the Company established a stock-based compensation plan. Under the stock-based compensation plan, the board of directors of the Company may, from time to time, at its discretion, and in accordance with CSE requirements, grant to directors, officers and technical consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed ten percent (10%) of the issued and outstanding common shares exercisable for a period of up to five (5) years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares.

Options may be exercised no later than 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised with a maximum period of one year after such death, subject to expiry date of such option.

10. Share-based Payments (continued)

The subscription price of the shares which may be issued under the plan must not be lower than the closing price of the last regular board lot sold on the CSE on the trading day immediately preceding the date of grant and not less than $0.10 per share. The option price is payable in full at the time the options is exercised. The vesting periods in respect of the options are determined by the Board of Directors at the time of each grant of options.

No options were issued in the prior year. On July 19, 2016, 3,100,000 options were issued at an exercise price of $0.075 for a period of 5 years. The following options were outstanding as at September 30, 2016:

Grant Date	Expiry Date	Exercise Price	Opening balance Dec. 31, 2015	Issued	Expired/ cancelled	Closing balance Sept. 30, 2016	Vested
April 3, 2014	April 3, 2019	$ 0.20	875,000	-	(225,000)	-	650,000
July 19, 2016	July 19, 2021	$ 0.075	-	3,100,000	-	3,750,000	3,750,000

At September 30, 2016, the stock options have a weighted average exercise price of $0.10 and weighted average remaining life of 4.39 years. The grant date fair values of the options granted above were estimates based on the following assumptions: share price at grant date of $0.045; exercise price of $0.075; expected life of 5 years; expected volatility of 347%; risk free interest rate of 0.58%; expected dividend yield rate of 0%; and forfeiture rate of 0%. The estimated grant date fair value of these options was $139,500.

11. Financial Risk Management and Financial Instruments

Financial Risk

The primary goals of the Company's financial risk management are to ensure that the outcomes of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, and to maintain an appropriate risk/reward balance while protecting the Company's balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through aligning risk appetite with business strategy, diversifying risk, pricing appropriately for risk, mitigating risks through preventive controls and transferring risk to third parties.

The Company's exposure to potential loss from financial instruments is primarily due to various market risks, including interest rate, liquidity and credit risk. There has been no change in the financial risk of the Company during the year.

Market Risk

Market risk is the risk of loss arising from adverse changes to market rates and prices, such as interest rates, equity market fluctuations, foreign currency exchanges rates, and other relevant market rate or price changes. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Below is a discussion of the Company's primary market risk exposures and how those exposures are currently managed.

11. Financial Risk Management and Financial Instruments (continued)

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet cash flow commitments associated with financial instruments. The purpose of liquidity management is to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. To manage cash flow requirements, the Company may have to issue additional common shares or conclude private investments.

As at September 30, 2016, the Company has accounts payable and accrued liabilities of $287,101 due within 12 months and has minimal cash to meet its current obligations. As a result, the Company does face liquidity risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes financial loss to another party. The Company's credit risk is due mainly to its other receivable. This amount best represents the Company's maximum exposure to any potential credit risk.

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 convertible debentures fixes interest at 6% per annum and accordingly is not subject to cash flow interest rate risk due to changes in the market rate of interest. The Company does not use financial derivatives to reduce its exposure to risk. The management of the Company considers its interest rate risk to be minimal.

Fair Value Measurement

Fair value is the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities.

The carrying amount and fair value of financial instruments are considered to be a reasonable approximation of fair value because of their short-term maturities.

12. Capital Management

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at September 30, 2016, the Company's shareholders' equity was $651,624 and it had an amount due to related parties of $10,565. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. To meet these objectives, management monitors the Company's capital requirements against unrestricted net working capital and assesses additional capital requirements on specific business opportunities on a case-by-case basis.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient for a certain amount of exploration and development work on its properties, and for working capital purposes. Additional funds will be required to finance the Company's corporate objectives. There was no change in the Company's capital management policy for the period ended September 30, 2016. The Company is not currently exposed to any externally imposed capital requirements.

13. Contingencies

a) Flow-through

In prior years, the Company has been partly financed by the issuance of flow-through shares however there is no guarantee that the funds spent by the Company will qualify as Canadian exploration expenses even if the Company has committed to take all measures necessary for this purpose. Refusal of certain expenses by tax authorities could have negative tax consequences for investors.

Moreover, tax rules regarding flow-through placements set deadlines for carrying out the exploration work no later than the first of the following dates:

- Two years following the flow-through placements; and
- One year after the Company has renounced the tax deductions relating to the exploration work.

Commitments to carry out exploration work that are not respected are subject to a combined tax of 30% (Canada and Quebec). The last flow through shares issuance dates back to December 29, 2011.

The Company may provide an indemnification to subscribers of flow-through shares in an amount equal to the income tax that would be payable by subscribers in the event, and as a consequence, of the Company not incurring and renouncing qualifying exploration expenses as required under the subscription agreement.

The Company is unable to estimate the amount, if any, of liability to be recorded representing the estimated amount payable to indemnify the subscribers for the reduced renunciations. To September 30, 2016, the Company has recorded $24,174 in estimated Part XII.6 taxes payable.

b) Claims

From time to time, the Company may be subject to claims from related and third parties. To September 30, 2016, the Company's legal counsel has estimated $60,767 (2015 - $60,767) in claims from the former Chief Financial Officer ("CFO") of the Company, which has been recorded in accounts payable. At September 30, 2016, the former CFO has pursued a claim against the Company; however, the outcome of this matter has not yet been determined.

14. Related Party Transactions

a) Related party transactions

During the period, the Company incurred transactions with related parties for sub-contractor fees of $22,500 (2015 - $12,500) with a company controlled by its Chief Financial Officer.

At September 30, 2016, included in accounts payable and accrued liabilities is $50,306 (December 31, 2015 - $32,450) owing to related parties. These amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

b) Due to Related Parties

On April 25, 2015, the Company issued a promissory note in the amount of $25,000 maturing on April 25, 2016 in favour of a Director of the Company. Interest on the promissory note is calculated at 24% per annum, in addition to a $5,000 signing fee. The note is secured by a general security interest in all the tangible and intangible assets of the Company. In the current period, the principle amount of the loan was repaid by the issuance of shares.

c) Stock options granted

On July 19, 2016, the Company granted 2,900,000 stock options to directors and officers to acquire common shares of the Company at an exercise price of $0.075 per share, vesting immediately and expiring on July 19, 2021.

16. Commitments

The Company is obligated to publish a NI 43-101 report on the Villebon Property before the end of 2017 (Note 6).

17. Subsequent Events

On October 12, 2016, the Company issued 1,500,000 shares relating to the acquisition of the Le Royal Lithium project.