BacTech Environmental Corporation

Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Unaudited)

BacTech Environmental Corporation

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For the three and six months ended June 30, 2018 and 2017

Notice of No Auditor Review of Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor, UMY McGovern, Hurley, Cunningham, LLP, has not performed a review of these unaudited condensed interim consolidated financial statements, in accordance with standards established by the Institute of Chartered Professional Accountants for a review of condensed interim consolidated financial statements by an entity's auditor.

BacTech Environmental Corporation
August 29, 2018

BacTech Environmental Corporation
Condensed Interim Consolidated Statements of Financial Position
(Unaudited, expressed in Canadian dollars, unless otherwise stated)

	As at June 30 2018 $	As at December 31 2017 $
Assets		
Current assets		
Cash	**116,480**	22,477
Other receivables *(note 5)*	**12,240**	1,490
Prepaid expenses	**57,443**	132,651
Total current assets	**186,163**	156,618
Total assets	**186,163**	156,618
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities *(notes 7 and 8)*	**2,042,619**	2,146,860
Loan payable (*note 9)*	**150,000**	150,000
Current portion payable to Aquila Resources Inc. *(note 6)*	**91,471**	91,471
Total current liabilities	**2,284,090**	2,388,331
Payable to Aquila Resources Inc. *(note 6)*	**69,823**	69,823
Debentures *(note 10)*	**708,625**	606,870
Total liabilities	**3,062,538**	3,065,024
Equity (deficiency)		
Share capital *(note 11)*	**5,218,294**	4,820,489
Option reserve *(note 13)*	**177,025**	205,120
Warrant reserve *(note 12)*	**542,870**	306,780
Deficit	**(8,814,564)**	(8,240,795)
Total deficiency	**(2,876,375)**	(2,908,406)
Total liabilities and deficiency	**186,163**	156,618

Nature of Operations and Going Concern (*note 1*)
Commitments and Contingencies *(note 19)*

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

Approved by the Board

Signed: *"Ross Orr"*
Director

Signed: *"Jay Naster"*
Director

BacTech Environmental Corporation

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited, Expressed in Canadian dollars, unless otherwise stated)

	Three months ended June 30		Six months ended June 30	
	2018	**2017**	**2018**	**2017**
			$	$
Expenses				
Operating and administrative costs (*note 15*)	**201,129**	284,598	**376,922**	404,164
Finance charges *(note 16)*	**54,952**	20,924	**105,699**	28,687
Project expenditures *(note 20)*	**133,196**	186,135	**191,756**	291,790
Other Income				
Gain from settlement of debt	**(33,969)**	-	**(47,763)**	-
Net loss and comprehensive loss for the period	**(355,308)**	(491,657)	**(626,614)**	(724,641)
Basic and diluted loss per share *(note 14)*	**(0.01)**	(0.01)	**(0.01)**	(0.01)
Weighted average number of common shares Outstanding (*note 14)*	**82,966,198**	60,302,263	**75,468,314**	59,634,263

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

BacTech Environmental Corporation

Condensed Interim Consolidated Statements of Changes in Equity (Deficiency)

(Unaudited, expressed in Canadian dollars, unless otherwise stated)

	Share Capital #	Share Capital $	Option Reserve $	Warrant Reserve $	Deficit $	Total Equity $
Balance, December 31, 2016	58,032,930	4,430,282	236,888	249,672	(6,988,418)	(2,071,576)
Shares issued pursuant to private placement *(note 11(i))*	1,450,000	57,070	-	15,430	-	72,500
Shares issued pursuant to debenture financing (*note 10(a))*	1,780,000	70,100	-	350	-	70,450
Share issue costs	-	(2,700)	-	-	-	(2,700)
Net loss for period	-	-	-	-	(724,641)	(724,641)
Balance, June 30, 2017	61,262,930	4,554,752	236,888	265,452	(7,713,059)	(2,655,967)
Shares issued for debt (*note 11(ii))*	4,050,000	141,750	-	-	-	141,750
Shares issued pursuant to debenture financing (*note 10(c))*	400,000	18,000	-	-	-	18,000
Shares issued pursuant to private placement *(note 11(iii))*	2,000,000	100,000	-	-	-	100,000
Shares issued for debt (*note 11(iv))*	257,500	11,587	-	-	-	11,587
Warrants issued pursuant to debenture financing (*note 10(b))*	-	-	-	73,700	-	73,700
Expired Options	-	-	(123,593)	-	123,593	-
Share based payments	-	-	91,825	-	-	91,825
Expired Warrants	-	-	-	(32,372)	32,372	-
Share issue costs	-	(5,600)	-	-	-	(5,600)
Net loss for period	-	-	-	-	(683,701)	(683,701)
Balance, December 31, 2017	67,970,430	4,820,489	205,120	306,780	(8,240,795)	(2,908,406)
Shares issued pursuant to private placement *(note 11(v))*	16,568,851	331,410	-	248,500	-	579,910
Shares issued pursuant to debenture financing (*note 10(d))*	340,000	11,900	-	8,890	-	20,790
Shares issued for debt (*note 11(vi))*	2,264,475	79,257	-	-	-	79,257
Expired options	-	-	(28,095)		28,095	-
Expired Warrants	-	-	-	(24,750)	24,750	-
Share issue costs	-	(24,762)	-	3,450	-	(21,312)
Net loss for period	-	-	-	-	(626,614)	(626,614)
Balance, June 30, 2018	87,143,756	5,218,294	177,025	542,870	(8,814,564)	(2,876,375)

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

BacTech Environmental Corporation

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited, expressed in Canadian dollars, unless otherwise stated)

	Six months ended June 30 2018	Six months ended June 30 2017
	$	$
Cash flow from operating activities		
Cash paid to suppliers, employees and consultants	**(542,795)**	(496,263)
	(542,795)	(496,263)
Cash flow from financing activities		
Gross proceeds from debenture financing	**85,000**	445,000
Gross proceeds from private placements	**579,910**	72,500
Share issue costs from financings	**(28,112)**	(11,100)
	636,798	506,400
Increase in cash	**94,003**	10,137
Cash, beginning of period	**22,477**	1,103
Cash, end of period	**116,480**	11,240

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

1. Nature of Operations and Going Concern

BacTech Environmental Corporation (the "Company" or "BEC") was incorporated by REBgold Corporation ("REBgold" and formerly BacTech Mining Corporation) on October 5, 2010 under the Canada Business Corporations Act. REBgold completed a divisive reorganization by way of a Plan of Arrangement whereby a newly formed subsidiary, the Company, was granted rights and interests in REBgold's existing and proposed tailings remediation projects and an exclusive, perpetual, royalty-free license to use REBgold's proprietary bioleaching technology for reclamation of historic mine tailings. REBgold retained the primary rights to the bioleaching technology. The technology utilizes bacteria to extract precious and base metals and has been traditionally used to treat difficult-to-treat sulphide ores and concentrates. During the year ended December 31, 2013, REBgold amalgamated with Aquila Resources Inc. and is hereinafter referred to as "Aquila".

The business plan for the Company is to apply bioleaching technology to abatement and reclamation projects to remove the harmful elements such as arsenic and sulphur from the environment, where this can be assisted by a positive cash flow from metal recovery. Examples of metals which could potentially be extracted include gold, silver, cobalt, nickel, copper, uranium and zinc. The Company's head office is located at 20 Eglinton Avenue West, Suite 1820, Toronto, Ontario, M4R 1K8.

The accompanying condensed interim consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business.

The Company has no sources of recurring revenue, has incurred losses amounting to $8,814,564 since its inception, has a working capital deficit of $2,876,375 at June 30, 2018, has past due loans and is dependent on financings to fund its operations. The ability of the Company to continue as a going concern is dependent upon the continuing financial support of shareholders or other investors, obtaining new financing on commercial terms acceptable to the Company to enable it to monetize its intellectual property assets, and upon attaining profitable operations once such assets can be monetized, all of which outcomes are materially uncertain and which, taken together, cast significant doubt over the ability of the Company to continue as a going concern. These condensed interim consolidated financial statements do not include any adjustments to the carrying values of the Company's assets, liabilities, and expenses and the related statement of financial position and statement of loss classifications that would be necessary if the going concern assumption were inappropriate. Such adjustments have not been quantified by management but could be material.

The Company funded its operations for the six months ended June 30, 2018 from existing cash reserves, equity private placements, debenture financing and accounts receivable. The Company does not have sufficient cash reserves to fund its administrative costs and fully fund all project development initiatives for the coming twelve month period, and to repay its liabilities to trade creditors and debt holders. These matters represent material uncertainties that cast significant doubt about the Company's ability to continue as a going concern. Management is actively involved in identifying reclamation and abatement ventures amenable to the application of the Company's technology license, and in seeking new equity financing to enable it to service the Company's liabilities and its ongoing administrative costs. There can be no assurance that the Company will be successful in these initiatives.

2. Basis of Consolidation and Presentation

Statement of Compliance with International Financial Accounting Standards ("IFRS")

Statement of Compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and using the accounting policies the Company reported in Note 2 and 3 in its audited annual consolidated financial statements for the year ending December 31, 2017. These condensed interim consolidated financial statements do not include all of the information required for full annual financial statements.

The accounting policies have been applied consistently to all periods presented in these condensed interim consolidated financial statements.

These condensed interim consolidated financial statements were authorized for issuance by the Board of Directors of the Company on August 29, 2018.

Basis of Preparation and Presentation

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

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

Basis of Consolidation

These condensed interim consolidated financial statements comprise the financial statements of the Company and its subsidiaries, BacTech Manitoba Corp. and Empresa Minera Ambiental BacTech S.A. Accounting policies of the subsidiary have been changed where necessary to ensure consistency with the policies adopted by the Company.

Intercompany balances and transactions, including unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the condensed interim consolidated financial statements.

3. Significant Accounting Policies

Measurement Uncertainty

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed interim consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods, if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical Judgements and Estimation Uncertainties
The preparation of condensed interim consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the condensed interim consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Assets' carrying values and impairment charges:
  In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Impairment of deferred assessment and evaluation costs:
  While assessing whether any indications of impairment exist for deferred assessment and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of assessment and evaluation assets. Internal sources of information include the manner in which assessment and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates may include but are not limited to, estimates of the discounted future after-tax cash flows expected to be derived from the Company's properties, costs to sell the properties, and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's deferred assessment and evaluation assets.

- Estimation of decommissioning and restoration costs and the timing of expenditure:
  The cost estimates are updated annually to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at their estimated fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

4. Current and Future Changes in Accounting Policies

Future Changes

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2018 or later periods. Many are not applicable or do not have significant impact of the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23") was issued in June 2018 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted.

Adoption of IFRS 9 – Financial Instruments ("IFRS 9")

The Company adopted all of the requirements of IFRS 9 Financial Instruments ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilize a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application.

The change did not impact the carrying value of any financial assets or financial liabilities on the transition date. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of reserves on January 1, 2018.

The table below shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/ liabilities	**Original Classification IAS 39**	**New classification IFRS 9**
Cash	Loans and receivables	Financial asset at amortized cost
Receivables	Loans and receivables	Financial asset at amortized cost
Trade payables	Other financial liability	Financial liability at amortized cost
Loans	Other financial liability	Financial liability at amortized cost
Debentures	Other financial liability	Financial liability at amortized cost

The following is the Company's new accounting policy for financial instruments under IFRS 9:

<u>Classification</u>

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains or losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month expected credit losses. The Company shall recognize in the consolidated statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive loss.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of comprehensive loss.

5. Other Receivables

Other receivables consist of the following:

	June 30 2018 $	December 31 2017 $
Sales tax receivable	**12,240**	1,490
Total other receivables	**12,240**	1,490

6. Payable to Aquila Resources Inc.

	June 30 2018 $	December 31 2017 $
Plan of Arrangement loan	**69,823**	69,823
Net accruals/receivables	**9,471**	9,471
Aquila Debenture payable	**82,000**	82,000
	161,294	161,294
Less current portion	**91,471**	91,471
	69,823	69,823

The balance is unsecured, non-interest bearing, and has no set terms of repayment except for the debenture payable component.

Under the Plan of Arrangement ("Arrangement") completed with Aquila, the Company assumed 20% of Aquila Resources Inc.'s ("Aquila") debenture payable obligation which consisted of 43 $10,000 unsecured convertible debentures, initially maturing on October 13, 2011 but were extended to April 13, 2015 over a series of extension agreements, with an interest rate of 18% per year payable semi-annually. The Company is obligated to pay Aquila the Company's principal portion to Aquila which is $82,000 plus 20% of the interest accrued from December 2, 2010. The Debenture has reached its maturity date and Aquila has repaid the debenture obligation to the debenture holders.

7. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following as at:

	June 30 2018 $	December 31 2017 $
Trade payables	**301,035**	**366,311**
Accrued liabilities - other	**1,741,584**	**1,780,549**
Total	**2,042,619**	**2,146,860**

Included in accrued liabilities are certain liabilities totaling approximately $150,000, that due to the length of time passed since the Company recorded them, are uncollectable by the vendor and the Company is not expected to pay.

8. Related Party Transactions

Related party transactions consist of the following for the six months ended:

	June 30 2018 $	June 30 2017 $
Salaries and management fees	**142,500**	142,500
Share-based compensation	**-**	-
Total	**142,500**	142,500

Included in accounts payable and accrued liabilities is $888,490 due to related parties at June 30, 2018 (2017 - $968,021). Please refer to additional related party transactions in Not 10 – Debentures and Note 11 – Share Capital.

9. Loan Payable

On January 20, 2015, the Company arranged for a loan from a third party. The purpose of the loan is to provide working capital for future exploration and development projects.

The terms of the loan payable are as follows; (i) Total amount available of loan is $150,000, (ii) bonus shares of 200,000 common shares of the Company for every $50,000 tranche, up to a total of 600,000 common shares can be issued if the full amount is drawn down, (iii) a 1% Net Profit Interest ("NPI") in a future remediation project, and (iv) earns interest at a rate of 12% per annum. The loan was due 120 days from the date of the first advance which was May 20, 2015. If the loan is not repaid at maturity or reorganized, interest will be 1.5% per month compounded. The loan has not been repaid and continues to accrue interest.

The 600,000 common shares have not been issued and the value of the shares is included in accounts payable and accrued liabilities on the condensed interim consolidated statement of financial position. The shares have been valued at $13,000 based on the quoted market value of the common shares and forms part of finance charges for fiscal 2015.

10. Debentures

Debentures consist of the following as at:

	June 30 2018 $	December 31 2017 $
Debentures with Bonus Interest (a)	**407,430**	387,730
Debentures with warrant and Net Smelter Return ("NSR") (b)	**154,810**	136,390
Debenture with NSR with a maturity date of November 29, 2019 (c)	**87,250**	82,750
Debenture with NSR with a maturity date of May 14, 2020 (d)	**59,135**	-
Total	**708,625**	606,870

(a) Debentures with Bonus Interest

Between April 19, 2017 to June 26, 2017, BacTech completed three tranches of a debenture financing for gross proceeds of $445,000 and accompanied by the issuance of 1,780,000 common shares which are included as a bonus equity interest. The debentures have a 2-year term and pay 12% interest annually. The debenture included a 20% common stock bonus interest payment. For example, a $10,000 debenture would be accompanied by 40,000 common shares of BacTech, subject to a 4-month restriction on resale from the date of closing.

The fair value of the bonus shares was determined by reference to the trading prices of the Company's common shares on the date the tranches were closed. The Company issued 1,780,000 common shares in connection with the debenture financing with an aggregate value of $70,100. Transaction costs included a cash commission of $8,400 and 84,000 broker warrants. Each broker warrant entitles the holder to purchase one common share at an exercise prices of $0.10 for a period of 12 months and are valued at $350. The aggregate transaction costs, which includes the bonus shares, cash commission and warrants, is recorded against the debenture and is being amortized over the life of the debenture and shown as accretion expense.

	June 30 2018 $	December 31 2017 $
Face value of debentures	**445,000**	445,000
Transactions costs allocated to debentures	**(78,850)**	(78,850)
Accumulated accretion	**41,280**	21,580
Balance	**407,430**	387,730

(b) Debentures with Warrants and Net Smelter Royalty

Between August 14, 2017 and September 22, 2017, BacTech completed two tranches of a debenture financing for one debenture holder for gross proceeds of $200,000 and accompanied by the issuance of 1,666,760 common shares purchase warrants and NSR of 0.834% in relation to the project in Bolivia. The debenture has a 2-year term and pays 12% interest annually.

The fair value of the common share purchase warrants was determined by reference to the fair market value of the warrants issued in connection with the debenture financing with an aggregate value of $73,700. Each warrant entitles the holder to purchase one common share at an exercise price of $0.05 for a period of 5 years from the date of issue. No value was placed upon the NSR at this time since the project is not in production and the project does not have a current value on the condensed interim consolidated statement of financial position. The aggregate value of the transaction costs which includes the warrants is recorded against the debenture and is being amortized over the life of the debenture.

	June 30 2018 $	December 31, 2017 $
Face value of debentures	**200,000**	200,000
Transactions costs allocated to debentures	**(73,700)**	(73,700)
Accumulated accretion	**28,510**	10,090
Balance	**154,810**	136,390

(c) Debenture with Net Smelter Royalty with maturity date of November 29, 2019

On November 29, 2017, BacTech completed a debenture financing for one debentureholder for gross proceeds of $100,000 and accompanied by the issuance of 400,000 common shares which are included as a bonus equity interest and NSR of 0.50% in relation to the project in Bolivia. The debenture has a 2-year term and pays 12% interest annually.

The fair value of the bonus shares was determined by reference to the trading prices of the Company's common shares on the date the financing closed. The Company issued 400,000 common shares in connection with the debenture financing with an aggregate value of $18,000. No value was placed upon the NSR at this time since the project is not in production and the project does not have a current value on the condensed interim consolidated statement of financial position. The aggregate value of the transaction costs which includes the bonus shares is recorded against the debenture and is being amortized over the life of the debenture.

	June 30 2018	December 31 2017
	$	$
Face value of debentures	**100,000**	100,000
Transactions costs allocated to debentures	**(18,000)**	(18,000)
Accumulated accretion	**5,250**	750
Balance	**87,250**	82,750

(d) Debentures with Net Smelter Royalty with maturity date of May 14, 2020

On May 14, 2018, the Company closed the final tranche of its debenture financing for gross proceeds of $85,000 and accompanied by the issuance of 340,000 common shares which are included as a bonus equity interest and a proportional share of a Net Smelter Royalty on the Company's Telamayu Tailings project. The debenture has a 2-year term and pays 12% interest annually. The 340,000 common shares issued in this tranche were with a 4-month hold.

The fair value of the bonus shares was determined by reference to the trading prices of the Company's common shares on the date the financing closed. The Company issued 340,000 common shares in connection with the debenture financing with an aggregate value of $11,900. Transaction costs included a cash commission of $6,800 and 170,000 broker warrants. Each broker warrant entitles the holder to purchase one common share and one new warrant at an exercise prices of $0.05 for a period of 24 months from the date of closing the debenture and are valued at $8,890. Each new warrant entitles the holder to purchase one common share at a price of $0.05 per new warrant for a period of 24 months from the date of closing the debenture. No value was placed upon the NSR at this time since the project is not in production and the project does not have a current value on the condensed interim consolidated statement of financial position. The aggregate value of the transaction costs which includes the bonus shares, commission and broker warrants is recorded against the debenture and is being amortized over the life of the debenture.

	June 30 2018	December 31 2017
	$	$
Face value of debentures	**85,000**	-
Transactions costs allocated to debentures	**(27,590)**	-
Accumulated accretion	**1,725**	-
Balance	**59,135**	-

11. Share Capital

Authorized share capital is made up of unlimited common shares without par value:

Equity Activity:

(i) On January 19, 2017 and February 21, 2017, the Company completed two additional tranches of a private placement for total gross proceeds of $72,500 and issued 1,450,000 units at $0.05 per unit. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.10 for a period of 2 years. All securities issued in connection with the offering and the underlying securities were subject to a four month hold period. The fair value of common share purchase warrants issued in this placement was estimated at $15,430. Share issue costs incurred on this private placement amounted to $500.

(ii) In August 2017, the Company issued 4,050,000, common shares of the Company at a fair market value of $0.035 per common share for an aggregate value of $141,750 to settle $202,500 of debt with certain management and suppliers of the Company. The gain from settlement of the debt of $60,750 was recognized in the year ended December 31, 2017.

(iii) On November 29, 2017, the Company completed a private placement for total gross proceeds of $100,000 though the issue of 2,000,000 common shares at $0.05 per share. The placement included a Net Smelter Royalty (“NSR”) of 0.50% in relation to the project in Bolivia. All securities issued in connection with the offering and the underlying securities were subject to a four month hold period. Share issue costs incurred on this private placement amounted to $3,000.

(iv) On November 29, 2017, the Company issued 257,500 common shares of the Company at a price of $0.04 per common share for an aggregate value of $11,587 to settle $12,875 of debt with certain suppliers of the Company. The gain from settlement of the debt of $1,288 was recognized in the year ended December 31, 2017. Share issue costs incurred amount to $1,500.

(v) On April 5, 2018 and April 19, 2018, the Company completed a private placement for total gross proceeds of $579,910 through the issue of 16,658,851 units at a price of $0.035 per unit. Each unit consisted of one common share of the Company, one full common share purchase warrant exercisable at $0.05 for 2 years and a proportionate share of a NSR on the Telamayu project. The fair value of common share purchase warrants issued in this placement was estimated at $248,500,

Share issue costs incurred on this private placement included cash cost of $21,762 and the issue of 114,000 broker warrants valued at $3,450. Each broker warrant entitles the holder to purchase one common share and one new warrant at an exercise prices of $0.05 for a period of 24 months from the date of closing. Each new warrant entitles the holder to purchase one common share at a price of $0.05 per new warrant for a period of 24 months from the date of closing the private placement.

A family member of a director of the Company participated in the financing for $10,000.

(vi) On May 14, 2018, the Company issued 2,264,475, common shares of the Company at a fair market value of $0.035 per common share for an aggregate value of $79,257 to settle $113,224 of debt with certain management and suppliers of the Company. The gain from settlement of the debt of $33,967 is recognized in the current period.

12. Warrant Reserve

The movements in the number and estimated fair value of outstanding broker warrants and share purchase warrants are as follows:

	Six months ended June 30, 2018		Year ended December 31, 2017	
	Number Outstanding	**Weighted Average Exercise Price $**	**Number Outstanding**	**Weighted Average Exercise Price $**
Balance, beginning of period	16,864,746	0.10	15,788,986	0.11
Issued	17,136,851	0.05	2,475,760	0.07
Expired	(1,609,000)	0.10	(1,400,000)	(0.25)
Balance, end of period	32,392,597	0.7	16,864,746	0.10

The exercise price, expiry date, and the fair value assigned to warrants issued and outstanding as at June 30, 2018 are as follows:

Expiry Date	Weighted Average Exercise Price $	Fair Value $	Warrants Outstanding	Contractual Life (yr)
August 14, 2018	0.10	123,200	7,700,000	0.12
September 28, 2018	0.10	43,100	3,913,986	0.25
December 19, 2018	0.10	26,600	1,250,000	0.47
January 20, 2019	0.10	9,045	425,000	0.56
February 22, 2019	0.10	6,385	300,000	0.65
August 14, 2022	0.05	10,170	333,500	4.13
August 22, 2022	0.05	63,530	1,333,260	4.13
March 30, 2020	0.05	3,450	228,000	1.75
March 30, 2020	0.05	32,247	2,283,434	1.75
April 19, 2020	0.05	214,253	14,285,417	1.81
May 11, 2020	0.05	8,890	340,000	1.87
	0.07	542,870	32,392,597	1.25

The fair values of the warrants issued during the six months ended June 30, 2018 and the year ended December 31, 2017 were estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2018	2017
Risk free interest rate	**1.81% -1.92%**	0.72% -1.8%
Expected dividend yield	**Nil**	Nil
Expected volatility	**175% - 174%**	78% - 165%
Expected life	**2 years**	1 to 5 years

Option pricing models require the input of subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the estimate of fair value, and therefore, use of Black-Scholes option pricing model may not provide a realistic measure of the fair value of the Company's warrants at the date of issue.

13. Stock Options

The Company has a stock option plan (the "Plan"), under which the Company may grant options to directors, officers, employees, and third party service providers. Under the terms of the Plan that was re-approved by the shareholders on July 18, 2018, the Company is authorized to issue a maximum of 10% of the issued and outstanding shares.

The purpose of the Plan is to attract, retain and motivate directors, officers, and certain third party service providers by providing them with the opportunity to acquire a proprietary interest in the Company and benefit from its growth. The options granted under the Plan are non-assignable, have a term of 5 years and vest over periods of up to two years from the date of issue.

	Six months ended June 30, 2018		**Year ended December 31, 2017**	
	Number Outstanding	**Weighted Average Exercise Price $**	**Number Outstanding**	**Weighted Average Exercise Price $**
Balance, beginning of period	5,390,000	0.09	3,070,000	0.14
Granted	-	-	2,500,000	0.10
Expired/Cancelled	(40,000)	1.00	(180,000)	1.00
Balance, end of period	5,350,000	0.08	5,390,000	0.09

Options to purchase common shares outstanding at June 30, 2018 carry exercise prices and remaining terms to maturity as follows:

Expiry Date	**Weighted Average Exercise Price $**	**Grant Date Fair Value $**	**Number of Options Outstanding**	**Number of Options Exercisable**	**Weighted Average Contractual Life (yr)**
March 15, 2021	0.07	85,200	2,850,000	2,850,000	2.71
April 1, 2022	0.07	10,425	300,000	300,000	3.80
October 24, 2022	0.10	81,400	2,200,000	2,200,000	4.32
	0.08	177,025	5,350,000	5,350,000	3.43

During the six months ended June 30, 2018 no new options were granted. For the year ended December 31, 2017, the Company granted 2,500,000 new options. The Company recognized a total expense of $91,825 for the year ended December 31, 2017 in respect of the options vesting during the year. Share based payments expense is included in general and administrative costs.

The fair values of the options issued for the year ended December 31, 2017 were estimated using the Black-Scholes option pricing model with the following assumptions:

	2017
Risk free interest rate	1.03%
Expected dividend yield	Nil
Expected volatility	146-176%
Expected life	5 years

14. Loss per Share

The calculation of basic and diluted loss per share for the six months ended June 30, 2018 was based on the loss attributable to common shareholders of $626,614 (June 30, 2017 – $724,641) and the weighted average number of common shares outstanding of 75,468,314 (June 30, 2017 – 59,634,263). For the three months ended June 30, 2018, basic and diluted loss per share was based on the loss attributable to common shareholders of $355,308 (June 30, 2017 – $491,657) and the weighted average number of common shares outstanding of 82,966,198 (June 30, 2017 – 60,302,263). Diluted loss per share did not include the effect of share purchase options and warrants as they are anti-dilutive.

15. Operating and Administrative

Operating and administrative expense consists of the following:

	Three months ended June 30		**Six months ended June 30**	
	2018	**2017**	**2018**	**2017**
	$	**$**	**$**	**$**
Salaries and management fees (*note 8*)	**71,250**	72,100	**142,500**	143,350
Share based payments (*note 8 and 13*)	**-**	-	**-**	-
Professional fees	**37,277**	106,325	**80,217**	133,025
Shareholder information and filing fees	**62,454**	87,558	**116,748**	99,608
Travel	**22,286**	11,779	**24,932**	17,755
General office expenses	**7,862**	6,836	**12,525**	10,426
Total	**201,129**	284,598	**376,922**	404,164

16. Finance Charges

Finance charges consist of the following:

	Three months ended June 30		**Six months ended June 30**	
	2018	**2017**	**2018**	**2017**
	$	**$**	**$**	**$**
Interest and bank charges	**1,525**	6,242	**1,887**	7,280
Loan payable interest	**6,725**	6,725	**13,450**	13,450
Debenture interest	**23,667**	6,077	**46,017**	6,077
Accreation expense	**23,035**	1,880	**44,345**	1,880
Total	**54,952**	20,924	**105,699**	28,687

17. Financial Risk Factors

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

Credit risk

The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to subscriptions receivable and sales tax receivable is remote.

Liquidity risk

As at June 30, 2018, the Company had a cash balance of $116,480 (December 31, 2017 - $22,477) to settle current liabilities of $2,284,090 (December 31, 2017 - $2,388,331). The Company does not have sufficient cash reserves to fund its administrative costs and fully fund all project development initiatives for the coming twelve month period, and to repay its liabilities to trade creditors and debt holders. Management is actively involved in identifying reclamation ventures amenable to the application of the Company's technology and in seeking new equity financing to enable it to service the Company's liabilities and its ongoing administrative costs. There can be no assurance that the Company will be successful in these initiatives.

Market risk

(a) Interest rate risk

The Company has cash earning interest at a variable interest rate, a loan payable and debentures bearing interest at 12% per annum. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar. Major purchases are transacted in Canadian dollars. The Company funds certain operations and administrative expenses using United States dollars. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

(c) Price risk

The Company is not exposed to price risk with respect to commodity prices because the Company is not a producing entity.

Classification of financial instruments

Financial assets included in the statement of financial position are as follows. All of the financial assets are reflected at amortized costs, as at:

	June 30, 2018	December 31, 2017
Financial assets at amortized cost:		
Cash	$ 116,480	$ 22,477
Receivables	$ 12,240	$ 1,490

Financial liabilities included in the statement of financial position are as follows. All of the financial liabilities are reflected at amortized costs, as at:

	June 30, 2018	December 31, 2017
Financial liabilities at amortized cost:		
Amounts due to Aquila Resources Inc	$ 161,294	$ 161,294
Accounts payable and accruals	$ 2,042,619	$ 2,146,860
Loans	$ 150,000	$ 150,000
Debentures	$ 708,625	$ 606,870

Fair value

The condensed interim consolidated statements of financial position carrying amounts for cash, receivables and trade payables, approximate fair value due to their short-term nature.

The following provides a description of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

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

18. Capital Management

The Company defines capital as share capital, warrant reserve, and option reserve. The Company's objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds, in order to support the acquisition, assessment and evaluation, and development of mineral reclamation 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 is currently in the early stages of evaluation and assessment of projects; as such, the Company is dependent on external financing to fund its activities. In order to carry out the assessment and evaluation of the projects and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties, if it feels there is sufficient geologic or economic potential, and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company does not have externally imposed capital requirements.

The Company's capital management objectives, policies and processes have remained unchanged during the six months ended June 30, 2018 and year ended December 31, 2017.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the Canadian Securities Exchange (“CSE”). The impact of any violation of CSE is not known and is ultimately dependent on the discretion of the CSE.

19. Commitments and Contingencies

Management contract

The Company currently has an employment agreement with the provision of termination and change of control benefits with an officer of the Company. The agreement for the officer provides that in the event that their employment is terminated by the Company other than for cause then the officer shall be entitled to a lump sum payment amount equal to 12 months base salary plus 1 month salary for each year of service from December 2, 2010, to a max of 36 months base salary. If a change of control were to occur, the officer would be entitled to 2 years of compensation (salary plus bonus), or the equivalent of $450,000. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

Environmental matters

The Company’s exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

20. Bolivia project

On May 24, 2016, BacTech announced that its 98% owned Bolivian subsidiary Empresa Minera Ambiental BacTech S.A. ("EMABSA"), had signed an Association Contract with Corporación Minera de Bolivia ("COMIBOL"), the state mining company of Bolivia. On September 15, 2016, the Bolivian government approved and ratified the agreement.

The ten-year contract calls for the environmental remediation and restoration of the “Antigua” tailings and an option on the “Nuevo" tailings, both situated at the Telamayu mill site. Telamayu is situated near the town of Atocha in the Department of Potosi. The agreement envisions three phases, with the first phase focused on the completion of a technical study on the Antigua tails. Included in the study will be the drilling of a grid of 10 metre holes, that will provide information for a NI 43-101 study. In addition, tailings material will be used in metallurgical studies to determine the optimal flow chart for the proposed plant.

The Company is obligated to carry out an investigation of building a processing plant at Telamayu. Phase one is the completion of drilling, assay and metallurgical work to confirm economic viability of the project. To complete this the Company was required to put up a performance bond of $33,000, which is included in prepaids. If the project is deemed viable, the Company will continue its work and will be subject to additional performance bonds.

Total project expenditures incurred for the six months ended June 30, 2018 were $191,758. Expenditures incurred on the Bolivia project were $156,758 with remainder of the expenditures on the Ecuador Project in the amount of $35,000. The costs account for a portion of the OCE funding and ongoing support costs for testing.