

Rheingold Exploration Corp.
(An Exploration Stage Company)

Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of Rheingold Exploration Corp. (the “Company”) have been prepared by and are the responsibility of the Company’s management. The unaudited condensed interim financial statements are prepared in accordance with International Financial Reporting Standards and reflect management’s best estimate and judgements based on information currently available.

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

Rheingold Exploration Corp.

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	As at 31 October 2016 \$	As at 31 January 2016 (Audited) \$
Assets		
Current		
Cash and cash equivalents	4,036	2,725
Amounts receivable (Note 4)	13,540	5,531
Prepaid expenses and advances (Notes 5 and 9)	1,107	1,107
	<u>18,683</u>	<u>9,363</u>
Exploration and evaluation properties (Note 6)	-	-
Property, plant and equipment (Note 8)	486	486
	<u>19,170</u>	<u>9,849</u>
Liabilities		
Current		
Trade payables and accrued liabilities (Note 7)	115,824	38,856
Equity		
Share capital (Note 8)	827,157	827,157
Reserves (Note 8)	153,617	153,617
Contributed surplus (Note 8)	3,160	3,160
Deficit	(1,080,589)	(1,012,941)
	<u>(96,655)</u>	<u>(29,007)</u>
	<u>19,170</u>	<u>9,849</u>

Nature and Continuance of Operations (Note 1), **Commitment and Contingency** (Note 11) and **Subsequent Events** (Note 02)

Approved and Authorized by the Board on 30 December 2016:

“Paul Pedersen” Director

“Richard Robins” Director

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

Rheingold Exploration Corp.

Condensed Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	For the three month period ended 31 October 2016 \$	For the three month period ended 31 October 2015 \$	For the nine month period ended 31 October 2016 \$	For the nine month period ended 31 October 2015 \$
Expenses				
Advertising and promotion	-	-	-	2,600
Bank charges and interest	618	29	796	239
Filing fees	1,500	2,500	4,767	15,505
Investor relations	-	-	-	9,900
Management fees (Note 9)	6,200	5,000	13,400	35,000
Office and miscellaneous	926	618	926	7,133
Professional fees	18,378	11,918	45,472	65,417
Rent expense	-	4,374	-	10,157
Travel and entertainment	688	1,635	688	9,114
Exploration related expense	-	-	1,600	-
Share option based payment(Note 8)	-	2,500	-	2,500
Net loss before other item	(28,310)	(28,574)	(67,649)	(157,565)
Net loss and comprehensive loss for the period	(28,310)	(28,574)	(67,649)	(157,565)
Loss and comprehensive loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.01)
Weighted average number of common shares outstanding	13,346,260	13,346,260	13,346,260	13,346,260

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

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Rheingold Exploration Corp.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three month period ended 31 October 2016 \$	For the three month period ended 31 October 2015 \$	For the nine month period ended 31 October 2016 \$	For the nine month period ended 31 October 2015 \$
Cash flows used in operating activities				
Net loss for the period	(28,310)	(28,574)	(67,649)	(157,565)
Changes in operating assets and liabilities:				
Increase in amounts receivable	(190)	(844)	(8,008)	(4,778)
Decrease (increase) in prepaid expenses	-	-	-	-
Increase (decrease) in trade payables and accrued liabilities	21,137	791	54,800	37,897
	<u>(8,363)</u>	<u>(28,627)</u>	<u>(20,857)</u>	<u>(124,446)</u>
Cash flows used in investing activities	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Cash flows from financing activities				
Shares options based payment	-	2,500	-	2,500
Capital contribution by shareholders	11,092	-	22,168	-
Issuance of common shares	-	-	-	100,000
	<u>11,092</u>	<u>2,500</u>	<u>22,168</u>	<u>102,500</u>
Increase (decrease) in cash and cash equivalents	2,729	(26,127)	1,311	(21,946)
Cash and cash equivalents, beginning of period	<u>1,307</u>	<u>34,450</u>	<u>2,725</u>	<u>30,269</u>
Cash and cash equivalents, end of period	<u>4,036</u>	<u>8,323</u>	<u>4,036</u>	<u>8,323</u>

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

Rheingold Exploration Corp.

Condensed Interim Statements of Changes in Equity

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Common Shares	Share Capital \$	Stock Option Reserve \$	Warrant Reserve \$	Contributed Surplus \$	Deficit \$	Total Equity \$
Balance at 31 January 2014	11,296,260	772,103	73,524	16,766	3,160	(485,881)	379,672
Share-based payments	-	-	15,881	-	-	-	15,881
Net loss for the year	-	-	-	-	-	(195,994)	(195,994)
Balance at 31 January 2015	11,296,260	772,103	89,405	16,766	3,160	(859,802)	21,632
Shares issued for							
Cash	2,000,000	52,554	-	47,446	-	-	100,000
Mineral property	50,000	2,500	-	-	-	-	2,500
Net loss for the year	-	-	-	-	-	(153,139)	(153,139)
Balance at 31 January 2016	13,346,260	827,157	89,405	64,212	3,160	(1,012,941)	(29,007)
Net loss for the quarter	-	-	-	-	-	(11,567)	(11,567)
Balance at 30 April 2016	13,346,260	827,157	89,405	64,212	3,160	(1,024,507)	(40,573)
Net loss for the quarter	-	-	-	-	-	(27,772)	(27,772)
Balance at 31 July 2016	13,346,260	827,157	89,405	64,212	3,160	(1,052,279)	(68,345)
Net loss for the quarter	-	-	-	-	-	(28,310)	(28,310)
Balance at 31 October 2016	13,346,260	827,157	89,405	64,212	3,160	(1,080,589)	(96,655)

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

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

1. Nature and Continuance of Operations

Rheingold Exploration Corp. (the “Company”) was incorporated under the laws of the province of British Columbia on 29 July 2010.

The Company is a mining exploration company that is exploring for gold and other precious metals in the Rainy River district of northwestern Ontario. The Company’s current objective is to maximize shareholder value by exploring and developing its Pattullo mineral project in a cost effective and technically sound manner.

The Company’s registered and records office is 128 Dunsmuir Street, Vancouver, BC, V6B 1X7.

The Company’s condensed interim financial statements for the three month periods ended 31 October 2016 and 2015 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The continuing operations of the Company are dependent upon the Company being able to satisfy its liabilities as they become due and to obtain the necessary financing to acquire, explore and develop its mineral property interests, the attainment of profitable mining operations or the receipt of proceeds from the disposition thereof. The Company had a net loss of \$28,310 for the three month period ended 31 October 2016 (2015 – (\$28,574)) and had a negative working capital position of \$97,141 as at 31 October 2016 (31 January 2016 – negative working capital of \$29,493).

The Company had cash and cash equivalents of \$4,036 at 31 October 2016 (31 January 2016 - \$2,725). Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital in order to sustain operations. Management believes that the Company must raise additional capital resources in order to continue operating and maintain its business strategy during the current fiscal year. If the Company is unable to raise additional capital in the near future, due to the Company’s liquidity problems, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These condensed interim financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Significant Accounting Policies

Basis of Presentation

These condensed interim financial statements have been prepared on the basis of accounting policies and methods of companies consistent with those applied in the Company’s annual financial statements for the year ended 31 January 2016.

Statement of Compliance

The condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standards (“IAS”) 34, “*Interim Financial Reporting*” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

Significant accounting judgments, estimates and assumptions

The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recoverability and measurement of deferred tax assets and liabilities, and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

Changes in accounting policies

A number of standards and amendments were issued effective for accounting periods beginning on or after 1 January 2016. Many of these updates are not applicable to the Company. As of 1 February 2015, the Company adopted the following IFRS standards and amendments:

IAS 32 (Amendment) '*Offsetting Financial Assets and Financial Liabilities*' is effective for annual periods beginning on or after 1 January 2014 that clarifies the application of offsetting requirements.

IFRS 2 (Amendment) '*Share-based Payment*' clarifies the definition of "vesting condition". The amendments are effective for stock options granted beginning on or after 1 July 2014.

The adoption of the above standards did not have a significant impact on the Company's financial statements.

Accounting standards issued but not yet effective

At the date of authorization of these financial statements, the IASB and IFRIC have issued the following new and revised standards, amendments and interpretations which are not yet effective during the year ended 31 January 2015:

IFRS 9, '*Financial Instruments*': The IASB has undertaken a three-phase project to replace IAS 39 '*Financial Instruments: Recognition and Measurement*' with IFRS 9 '*Financial Instruments*'. In November 2009, the IASB issued the first phase of IFRS 9, which details the classification and measurement requirements for financial assets. Requirements for financial liabilities were added to the standard in October 2010. In July 2014, the IASB issued the final elements of IFRS 9. IFRS 9 introduces new requirements for classifying and measuring financial assets, as follows:

- Financial assets meeting both a "business model" test and a "cash flow characteristics" test are measured at amortized cost (the use of fair value is optional in some limited circumstances).

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

- Investments in equity instruments can be designated as “fair value through other comprehensive income” with only dividends being recognized in profit or loss.
- All other instruments (including all derivatives) are measured at fair value with changes recognized in profit or loss.
- The concept of “embedded derivatives” does not apply to financial assets within the scope of the standard and the entire instrument must be classified and measured in accordance with the “business model” test and “cash flow characteristics” test.
- The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss – in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss.

The amendments are effective for annual periods beginning on or after January 1, 2018.

IAS 1 “*Presentation of Financial Statements*” is an amendment to clarify certain aspects focused on the areas of clarification of concept of materiality and aggregation of items in the financial statements, the use and presentation of subtotals in the statement of loss and comprehensive loss, and providing of additional flexibility in the structure and disclosures of the financial statements to enhance understandability. The amendment is applicable to annual periods beginning on or after January 1, 2016.

IAS 24 “*Related Party Disclosures*” is an amendment to clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendment is applicable to annual periods beginning on or after July 1, 2014.

IAS 8 “*Operating Segments*” is an amendment to clarify aggregation criteria, effective for annual periods beginning on or after July 1, 2014.

IFRS 11 “*Joint Arrangements*” is an amendment to clarify accounting for acquisition of interest in a joint operation. The amendment is applicable to annual periods beginning on or after January 1, 2016.

The Company has not early adopted these standards, amendments and interpretations and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

3. Financial Instruments and Risk Management

Fair values

As at 31 October 2016, the Company's carrying values of cash and cash equivalents and trade payables approximate their fair values due to their short term maturity.

	Fair value hierarchy	FVTPL, at fair value	Other liabilities, at amortized cost
As at 31 October 2016			
Cash and cash equivalents	Level 1	4,036	-
Trade payables	N/A	-	115,824
As at 31 January 2016			
Cash and cash equivalents	Level 1	2,725	-
Trade payables	N/A	-	38,856

Disclosure of a three-level hierarchy for fair value measurements based upon transparency of inputs to the valuation of financial instruments carried on the balance sheet at fair values is as follows:

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability.

Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Credit risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. The Company manages its credit risk relating to cash and cash equivalents by dealing only with high-related financial institutions as determined by rating agencies.

Liquidity risk

The Company manages liquidity risk by maintaining an adequate level of cash and cash equivalents to meet its ongoing obligations. The Company had cash and cash equivalents of \$4,036 at 31 October 2016 (31 January 2016 - \$2,725). The Company has been successful in raising equity financing in the past; however, there is no assurance that it will be able to do so in the future. As at 31 October 2016, the Company had a negative working capital of \$97,141 (31 January 2016 – negative working capital of \$29,493). Management believes that the Company must raise additional capital resources in order to continue operating and maintain its business strategy during the current fiscal year. If the Company is unable to raise additional capital in the near future, due to the Company's liquidity problems, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These condensed interim financial statements do not include any adjustments

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Other risks

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant currency risk, interest rate risk and commodity price risk arising from financial instruments.

4. Prepaid Expenses and Advances

The Company's prepaid expenses and advances are as follows:

	As at 31 October 2016	As at 31 January 2016 (Audited)
	\$	\$
Prepaid administration expenses	1,107	1,107
	<u>1,107</u>	<u>1,107</u>

5. Exploration and Evaluation Properties

Pattullo Property

On 17 June 2011, the Company entered into an option agreement to acquire a one hundred percent (100%) undivided interest in 4 unpatented mining claims located in the Pattullo and Tait townships of the Province of Ontario, Canada (the "Pattullo Property"). The Company acquired its option in the Pattullo Property through an Option Agreement with Perry Vern English, acting on behalf of Rubicon Minerals Corporation, ("Rubicon"), dated 13 June 2011, effective 17 June 2011 (the "Pattullo Agreement"). In connection with the Pattullo Agreement, the Company issued 50,000 common shares valued at \$2,500 (\$0.05 per common share) to an unrelated third party as a finder's fee (Notes 7 and 8). Pursuant to the Pattullo Agreement, the Company agreed to, (a) over a four year period, make cash payments to Perry Vern English for his subsequent delivery to Rubicon in the aggregate amount of \$105,000; and (b) over a two year period, issue Rubicon 150,000 common shares of the Company, as follows:

- a) Pay \$15,000 in cash upon signing the agreement (paid);
- b) Issue 50,000 common shares of the Company by 23 June 2011 (issued and valued at \$2,500) (Notes 8 and 10);
- c) Pay \$15,000 in cash on 17 June 2012 (paid);
- d) Issue 50,000 common shares of the Company on 23 June 2012 (issued and valued at \$4,000) (Notes 8 and 10);
- e) Pay \$20,000 in cash on 17 June 2013 (paid);
- f) Issue 50,000 common shares of the Company on 23 June 2013 (issued and valued at \$6,000) (Notes 8 and 10);
- g) Pay \$25,000 in cash on 17 June 2014 (paid); and

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

h) Pay \$30,000 in cash on 17 June 2015.

On 15 June 2015, the Company and Rubicon entered into an amended Option Agreement (the “Amended Agreement”) whereby the Company issued 50,000 common shares valued at \$2,500 (\$0.05 per common share) to Rubicon in exchange for an extension on the final payment of \$30,000.00 from 17 June 2015 to 17 June 2016. Pursuant to an extension the Company received on June 15, 2016, payment of the final \$30,000 option payment required under the Pattullo Agreement is due by June 17, 2017. On June 17th, 2011 Rheingold entered into an option agreement (the “Original Agreement”) under which Rubicon Minerals Corporation granted to Rheingold an option to acquire a 100% undivided interest in the Pattullo Property mining claims. The Original Agreement called for Rheingold to make five cash payments to Rubicon Minerals totalling Cdn\$105,000. The Original Agreement has now been amended to extend the delivery of the final option payment of \$30,000 to June 17th, 2017.

The Company is currently in good standing in regards to its obligations under the Option Agreement. If the Company makes the final \$30,000 option payment by 17 June 2017, the Company will own a 100% interest in the Pattullo Property. The Company has granted a 2% net smelter royalty to Rubicon, 1% of which can be purchased back by the Company for \$1,000,000.

Expenditures related to Pattullo Property can be summarized as follows:

	For the nine month period ended 31 October 2016 \$	For the nine month period ended 31 October 2015 \$	Cumulative amounts from the date of incorporation on 29 July 2010 to 31 October 2016 \$
Exploration and evaluation expenditures			
Consulting fees (Note 9)	-	-	15,662
Geological	-	-	27,252
Geophysical	-	-	79,100
	-	-	122,014
Acquisition costs	-	-	90,000
Total (acquisition costs and exploration expenditures)	-	-	212,014

Millen Mountain Property

The Company currently holds a 100% interest in exploration rights to approximately 3,222 hectares of land located approximately 20 km east of Stewiacke, Nova Scotia (the “Millen Mountain Property”). The Company staked these claims through the Nova Scotia Department of Natural Resources during June of 2011 at a cost of \$1,342. In connection with the staking of the Millen Mountain Property, the Company

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

issued 100,000 common shares valued at \$5,000 (\$0.05 per common share) to a director of the Company as a finder's fee (Notes 7 and 8).

Expenditures related to Millen Mountain Property can be summarized as follows:

	For the nine month period ended 31 October 2016 \$	For the nine month period ended 31 October 2015 \$	Cumulative amounts from the date of incorporation on 29 July 2010 to 31 October 2016 \$
Exploration expenditures			
Consulting fees (Note 8)	-	-	15,123
Acquisition costs	-	-	9,769
	-	-	24,892

During the three month period ended 31 October 2016, the Company recorded a write-down in the amount of \$Nil (2015 - \$Nil) in relation to the Millen Mountain Property.

During the three month period end 31 October 2016, total costs included in exploration and evaluation properties related to Millen Mountain Property is \$Nil (2015 - \$Nil).

6. Trade Payables and Accrued Liabilities

Trade payables and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

7. Share Capital

Authorized

The total authorized capital is unlimited common shares with no par value.

Issued and Outstanding

As of 31 October 2016, the total issued and outstanding share capital consists of 13,346,260 (31 January 2016 - 13,346,260) common shares with no par value.

On 11 May 2015, the Company issued 2,000,000 units at a price of \$0.05 per unit, consisting of one common share and one share purchase warrant for gross proceeds of \$100,000. Each share purchase warrant entitles the holder to purchase one additional common share of the Company at \$0.10 per share for a period of 2 years from the date of closing on 11 May 2015. The securities issued under the financing were subject to a four month hold period which expired on 12 September 2015.

On 31 October 2012, the Company completed an initial public offering (the "Offering") to issue 3,350,000

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

common shares at \$0.15 per share for gross proceeds of \$502,500. Under the terms of an agency agreement, the Company paid the agent a commission of 8% of the aggregate gross proceeds pursuant to the Offering, a corporate finance fee of \$30,000 in cash and paid additional share issuance costs of \$59,581 in relation to the offering. The Company also issued share purchase warrants equal to 8% of the number of shares sold pursuant to the Offering, exercisable at a price of \$0.15 per warrant for a period of 24 months from the date of issuance. These Warrants have since expired without any being exercised.

On 12 July 2013, the Company issued 50,000 common shares of the Company at \$0.12 per common share for a total value of \$6,000 related to the Pattullo Property (Notes 5 and 8).

On 18 June 2012, the Company issued 50,000 common shares of the Company at \$0.08 per common share for a total value of \$4,000 related to the Pattullo Property (Notes 5 and 8).

On 11 November 2011, the Company issued 50,000 common shares of the Company at \$0.05 per common share for a total value of \$2,500 related to the Pattullo Property (Notes 5 and 8).

On 31 October 2011, the Company issued 3,156,250 common shares at a price of \$0.08 per common share, for total cash proceeds of \$252,500.

On 5 July 2011, the Company issued 2,840,000 common shares at a price of \$0.05 per common share for total cash proceeds of \$142,000.

On 27 June 2011, the Company issued 50,000 common shares of the Company at \$0.05 per common share for a total value of \$2,500 as finder's fee related to the Pattullo Property (Notes 5 and 8).

On 14 June 2011, the Company issued 100,000 common shares of the Company at \$0.05 per common share for a total value of \$5,000 to a director of the Company as finder's fee related to the Millen Mountain Property (Notes 5 and 8).

On 11 January 2011, the Company issued 1,650,000 common shares of the Company at a price of \$0.001 per common share for total cash proceeds of \$1,650.

On 29 July 2010, the Company issued 10 common shares of the Company at a price of \$0.001 to the Chief Executive Officer of the Company related to the incorporation of the Company.

Stock options

The Company has adopted a stock option plan (the "Plan") which provides eligible directors, officers, employees and consultants of the Company with the opportunity to acquire an ownership interest in the Company and is the basis for the Company's long term incentive scheme. The Plan is administered by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board. The maximum number of common shares issuable under the Plan shall not exceed 10% of the number of common shares of the Company issued and outstanding as of each award date, inclusive of all common shares reserved for issuance pursuant to previously granted stock options. The exercise price of options granted under the Plan will not be less than the closing market price of the Company's common shares on the exchange. The options have a maximum term of ten years from date of issue, and a maximum term of five years from the date of issue for so long as the Company is a Tier 2 issuer on the TSX Venture Exchange.

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

The following is a summary of the changes in the Company's stock option plan for the nine month period ended 31 October 2016 and year ended 31 January 2016:

	Nine month period ended 31 October 2016		Year ended 31 January 2016 (Audited)	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Outstanding, beginning of period	<u>1,121,200</u>	<u>0.14</u>	<u>1,121,200</u>	<u>0.14</u>
Outstanding, end of period	<u>1,121,200</u>	<u>0.14</u>	<u>1,121,200</u>	<u>0.14</u>

The following table summarizes information regarding stock options outstanding and exercisable as at 31 October 2016:

Exercise price	Number of options outstanding	Weighted- average remaining contractual life (years)	Weighted average exercise Price \$
Options outstanding and exercisable			
\$0.15 – expiring January 18, 2017	781,200	0.22	0.15
\$0.10 – expiring October 20, 2019	<u>340,000</u>	<u>2.97</u>	<u>0.10</u>
Total options outstanding and exercisable	<u>1,121,200</u>	<u>1.05</u>	<u>0.14</u>

As at 31 October 2016, the Company had stock options issued as follows:

<u>Number of stock options</u>	<u>Exercise Price (\$)</u>	<u>Expiry</u>
781,200	0.15	18 January 2017
340,000	0.10	20 October 2019

Share Purchase Warrants

The following is a summary of the changes in the Company's share purchase warrants for the three-month

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

period ended 31 October 2016 and the year ended January 31, 2016:

	Three-month period ended 31 October 2016		Year ended 31 January 2016	
	Number of share purchase warrants	Weighted average exercise price \$	Number of share purchase warrants	Weighted average exercise price \$
Outstanding, beginning of period	2,000,000	0.10	-	-
Expired	-	-	-	-
Issued	-	-	2,000,000	0.10
	<hr/>	<hr/>	<hr/>	<hr/>
Outstanding, end of period	2,000,000	0.10	2,000,000	0.10

On 11 May 2015, the Company issued 2,000,000 units at a price of \$0.05 per unit for proceeds of \$100,000 that comprised of one common share of the Company and one common share purchase warrant exercisable for two years for an additional share at a price of \$0.10. The warrants were valued using the Black Scholes Pricing Model. The fair value of the shares was allocated proportionately to the fair value of the warrants using the proportional method.

8. Related Party Transactions

Key management personnel compensation

The remuneration of directors and other members of key management are as follows:

	For the three month period ended 31 October 2016 \$	For the three month period ended 31 October 2015 \$
Short-term benefits - Management fees and salaries and benefits	6,200	5,000
	<hr/>	<hr/>
Total for the period	6,200	5,000

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

Due from/to related parties

The assets of the Company include the following amounts due from (to) related parties:

	As at 31 October 2016	As at 31 January 2016 (audited) \$
An officer of the Company	(25,517)	(13,349)
A director(s) of the Company	(10,000)	-
	<hr/>	<hr/>
Total amount due (to) from related parties	(35,517)	(13,349)

The amounts due to an officer and director of the Company as at 31 October 2016 relates to shareholder loans that have been loaned to the Company by related parties in order for the Company to meet its short term financial obligations. Related parties have provided the Company with non interest bearing shareholder loans with no set due date.

9. Capital Management

Capital under management is considered to be the Company's shareholders' equity and any debt that it may issue. As at 31 October 2016, the Company's shareholders' equity was (\$96,655) and it had no long-term debt. The Company's objectives when managing capital are 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. The capital for expansion was mostly from proceeds from the issuance of common shares. This strategy is unchanged from fiscal 2016. The Company is not subject to externally imposed capital requirements.

10. Commitment and Contingency

The Company has certain obligations related to its exploration and evaluation properties (Note 5).

11. Subsequent Events

On December 7, 2016 Rheingold completed a non-brokered private placement equity financing. Under the financing, the Company issued 3,500,000 units at a price of \$0.10 per unit, receiving gross proceeds of \$301,500 in cash, and converting \$48,500 of debt into units. Each unit is comprised of one common share of the Company and one common share purchase warrant exercisable for two years for an additional share at a price of \$0.25. If the Company's common shares trade above \$0.50 per share for 20 consecutive trading

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

31 October 2016

days, then the expiry date of the warrants will be accelerated to the date which is 10 days after such 20 consecutive trading days. The securities issued under the financing are subject to a four month hold period which will expire on April 7, 2017. The Company intends to use the proceeds of the financing for general working capital. Additional details regarding the financing can be found in the Form 9 filed in accordance with the rules of the Canadian Securities Exchange, a copy of which is accessible at www.thecse.com under the Company's profile. Mackie Research Capital Corporation received a finder's fee of \$17,255 cash and 246,500 broker warrants. Rheingold also issued 3,500 units at a deemed price of \$0.10 per unit and 5,000 broker warrants, to another firm as a finder's fee. Each broker warrant is exercisable for two years for a common share at a price of \$0.25. If the Company's common shares trade above \$0.50 per share for 20 consecutive trading days, then the expiry date of the warrants may be accelerated to the date which is 10 days after such 20 consecutive trading days

There are no other subsequent events that occurred from the period ended 31 July 2016 to the date the condensed interim financial statements were authorized by the Board of Directors on 30 December 2016.