

PROVENANCE GOLD CORP.
(formerly Sparx Energy Corp.)
CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2017
(Unaudited – Expressed in Canadian Dollars)

Notice of No Auditor Review

These unaudited consolidated interim financial statements of Provenance Gold Corp., formerly Sparx Energy Corp., (the “Company”) have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

PROVENANCE GOLD CORP.
(formerly Sparx Energy Corp.)
Consolidated Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	September 30	December 31
	2017	2016
ASSETS		
Current assets		
Cash	\$ 91,700	\$ 724
GST receivable	26,481	160
	118,181	884
Exploration and evaluation assets (note 4)	705,810	-
	\$ 823,991	\$ 884
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 223,072	\$ 70,064
Loan payable (note 5)	-	168,811
	223,072	238,875
Long term debt (note 5)	209,467	-
	432,539	238,875
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital (note 6)	722,136	52,500
Share subscriptions advanced (note 6)	188,440	-
Deficit	(519,124)	(290,491)
	391,452	(237,991)
	\$ 823,991	\$ 884

Nature and continuance of operations (note 1)

Approved on behalf of the Board

Director "Rauno Perttu"
Rauno Perttu

Director "Robert Clark"
Robert Clark

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

PROVENANCE GOLD CORP.**(formerly Sparx Energy Corp.)****Consolidated Interim Statements of Operations and Comprehensive Loss****(Unaudited - Expressed in Canadian Dollars)**

	For the three months ended		For the nine months ended	
	September 30		September 30	
	2017	2016	2017	2016
EXPENSES				
Bank charges	\$ 18	\$ 34	\$ 54	\$ 154
Consulting and management fees (note 9)	45,000	2,100	155,800	6,300
Interest (recovery)	-	3,480	(1,123)	9,683
Office	350	-	13,045	102
Professional fees	10,524	495	32,931	3,469
Regulatory and transfer agent fees	17,276	825	23,509	4,676
Travel	633	-	4,417	-
Net and comprehensive loss for the period	\$ 73,801	\$ 6,934	\$ 228,633	\$ 24,384
Basic and diluted loss per share (note 10)	\$ 0.00	\$ 0.00	\$ 0.01	\$ 0.00
Weighted average number of common shares outstanding	25,418,364	13,111,431	24,362,302	13,111,431

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

PROVENANCE GOLD CORP.
(formerly Sparx Energy Corp.)
Consolidated Interim Statements of Changes in Equity
(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share subscriptions Advanced	Deficit	Total Shareholders' Equity
Balance at January 1, 2016	13,111,431	\$ 52,500	\$ -	\$ (263,043)	\$ (210,543)
Net and comprehensive loss for the period	-	-	-	(24,384)	(24,384)
Balance at September 30, 2016	13,111,431	52,500	-	(287,427)	(234,927)
Balance at January 1, 2017	13,111,431	52,500	-	(290,491)	(237,991)
Shares issued under Securities Purchase Agreement (note 6)	11,000,000	269,624	-	-	269,624
Shares issued in private placement (note 6)	2,937,733	409,160	-	-	409,160
Share issue costs	40,000	(9,148)	-	-	(9,148)
Shares issued for cash (note 6)	-	-	188,440	-	188,440
Net and comprehensive loss for the period	-	-	-	(228,633)	(228,633)
Balance at September 30, 2017	27,089,164	\$ 722,136	\$ 188,440	\$ (519,124)	\$ 391,452

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

PROVENANCE GOLD CORP.
(formerly Sparx Energy Corp.)
Consolidated Interim Statements of Cash Flow
(Unaudited - Expressed in Canadian Dollars)

	For the nine months ended September 30	
	2017	2016
Cash provided by (used for):		
Operating activities		
Net and comprehensive loss for the period	\$ (228,633)	\$ (24,384)
Change in non-cash working capital:		
GST receivable	(26,321)	138
Accounts payable and accrued liabilities (note 11)	187,855	12,674
Cash used in operating activities	(67,099)	(11,572)
Investing activities		
Cash acquired under Securities Purchase Agreement (note 6)	166,955	-
Exploration and evaluation assets acquired	(597,332)	-
Cash used in investing activities	(430,377)	-
Financing activities		
Proceeds from issuance of shares	403,160	-
Share issue costs	(3,148)	-
Share subscriptions advanced	188,440	-
Loan advances	-	11,606
Cash provided by financing activities	588,452	11,606
Change in cash during the period	90,976	34
Cash, beginning of the period	724	40
Cash, end of the period	\$ 91,700	\$ 74

Supplementary cash flow information (note 11)

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

PROVENANCE GOLD CORP.

(formerly Sparx Energy Corp.)

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the periods ended September 30, 2017 and 2016

(Unaudited - Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Provenance Gold Corp., formerly Sparx Energy Corp., (“Provenance” or the “Company”) was incorporated in the Province of British Columbia on October 5, 2012. For the period October 5, 2012 to May 31, 2013, the Company was a wholly owned subsidiary of Aldever Resources Inc. (“Aldever”), which is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests.

During October, 2012, Aldever’s board of directors approved a plan of arrangement (the “Arrangement”) between Aldever and its four wholly-owned subsidiaries, including Provenance. As a result of the completion of the Arrangement on May 31, 2013, Aldever ceased to be a shareholder of Provenance and the Company became a reporting issuer in its own right. Provenance is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests.

On January 16, 2017, the Company changed its name to Provenance Gold Corp. See note 6.

The Company’s principal office and registered and records office is located at 2200-885 West Georgia Street, Vancouver, BC V6C 3E8.

These consolidated interim financial statements have been prepared on a going concern basis which presumes the realization of assets and settlement of liabilities in the normal course of operations in the foreseeable future. The Company has no source of operating revenue, has incurred operating losses and at September 30, 2017 had a deficit of \$519,124. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

These consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern. Further discussion of liquidity risk is included in notes 7 and 8.

These consolidated interim financial statements were authorized for issue on November 29, 2017 by the directors of the Company.

2. BASIS OF PRESENTATION

Statement of compliance

These consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of consolidated interim financial statements, including International Accounting Standards (“IAS”) 34, Interim Financial Reporting. These interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company’s audited annual financial statements for the year ended December 31, 2016, which have been prepared in accordance with IFRS.

These consolidated interim financial statements have been prepared on the historical cost basis. The presentation and functional currency of the Company is the Canadian dollar.

PROVENANCE GOLD CORP.

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the periods ended September 30, 2017 and 2016

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2. BASIS OF PRESENTATION *(continued)*

Basis of consolidation

These consolidated interim financial statements include the accounts of the Company and 1084160 B.C. Ltd., formerly Provenance Gold Corp. (“PGC”), its wholly owned subsidiary in which the Company has control, directly or indirectly, where control is defined as the power to govern the financial operating policies of an enterprise so as to obtain benefits from its activities.

All intercompany balances and transactions have been eliminated on consolidation. Comparative figures shown in these financial statements reflect the accounts of Provenance only.

Details of the Company’s subsidiary are as follows:

Name	Place of incorporation	Interest %	Principal activity
1084160 B.C. Ltd.	British Columbia, Canada	100%	Subsidiary

3. SIGNIFICANT ACCOUNTING POLICIES

a) Significant accounting judgments, estimates and assumptions

The preparation of the Company’s consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated interim financial statements and reported amounts of revenues 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. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies:

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated interim financial statements:

- the determination that the Company will continue as a going concern for the next year; and
- the determination that there have been no events or changes in circumstances that indicate the carrying amount of exploration and evaluation assets may not be recoverable.

b) Impairment

At each reporting period, management reviews all assets for indicators of impairment. If such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction. In assessing value in use, the estimated future cash flows are discounted to their present value. If the recoverable amount of the asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for that period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which that asset belongs.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Past impairments are also considered at each reporting period and where there is an indication that an impairment loss may have decreased, the recoverable amount is calculated as outlined above to determine the extent of the recovery. If the recoverable amount of the asset is more than its carrying amount, the carrying amount of the asset is increased to its recoverable amount and the impairment loss is reversed in the profit or loss for that period. The increased carrying amount due to reversal will not be more than what the depreciated historical cost would have been if the impairment had not been recognized.

c) Recent accounting pronouncements

New accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

4. EXPLORATION AND EVALUATION ASSETS

2K Gold Property	Acquisition	Exploration	Total Cost
Balance December 31, 2016	\$ -	\$ -	\$ -
Additions	50,000	547,332	597,332
Assets acquired under Securities Purchase Agreement (note 6)	50,000	58,478	108,478
Dispositions	-	-	-
Impairment	-	-	-
Balance September 30, 2017	\$ 100,000	\$ 605,810	\$ 705,810

On June 10, 2016, the Company's CEO entered into the Moosehorn Range Property Option Agreement (the "MRPOA") pursuant to which he was granted the option to purchase a 100% interest in 149 quartz claims located in the Moosehorn Range in Yukon, Canada and the exclusive right to conduct mineral exploration and feasibility study work on the property during the period of the option. On August 4, 2016, the Company and the Company's CEO entered into an assignment agreement whereby the MRPOA was assigned to the Company. Pursuant to the MRPOA, payments totaling \$3,610,000 are required to be made and exploration expenditures totaling \$1,700,000 are required to be incurred as follows:

Payments

- \$50,000 within 60 days of the signing of the agreement (*paid*);
- \$50,000 by June 10, 2017 (*paid*);
- \$130,000 by June 10, 2018;
- \$130,000 by June 10, 2019;
- \$250,000 by June 10, 2020; and
- \$3,000,000 by June 10, 2021

These payments will be credited towards the exploration expenditure requirements.

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4. EXPLORATION AND EVALUATION ASSETS *(continued)*

Exploration Expenditures

- \$200,000 by June 10, 2017
- \$300,000 between June 10, 2017 and June 10, 2018;
- \$350,000 between June 10, 2018 and June 10, 2019;
- \$350,000 between June 10, 2019 and June 10, 2020; and
- \$500,000 between June 10, 2020 and June 10, 2021

As of September 30, 2017, the Company has incurred \$605,810 in exploration expenditures.

Expenditures incurred in excess of the amount required will be applied against any remaining expenditures.

Pursuant to the MRPOA, the optionee will also pay a 2% net smelter royalty (“NSR”) by December 31st of each year that lode gold is recovered from the property. This NSR can be bought out at any time by paying \$2,000,000.

The final payment of \$3,000,000 may be made at any time between June 10, 2016 and June 10, 2021, in which case any remaining payments will no longer be payable (except the NSR unless it has been bought out) and no further exploration expenditures will be required.

If, during the term of the MRPOA, either party acquires any interest in quartz claim fractions within a five kilometer perimeter of the property’s claim blocks, these claims will become subject to the terms and conditions of the MRPOA.

See note 6.

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5. LOAN PAYABLE

This loan represents funds advanced by investors who were assisting in the implementation of the Company's business plan. The funds received provided the working capital required to prepare financial statements and for corporate registrations. On March 1, 2016, these investors assigned their loans (\$157,205) plus accrued interest (\$40,656) to a private company that became a related party as a result of the Securities Purchase Agreement (note 6) executed on January 16, 2017. Subsequent to March 1, 2016, the private company advanced additional funds of \$11,606 to the Company.

On January 31, 2017, the Company executed a Debt Settlement Agreement ("the Agreement") to settle debt totaling \$209,467 (\$168,811 (principal) plus \$40,656 (accrued interest)). Pursuant to the Agreement, the debt was settled by issuing a promissory note to the related party in the amount of \$209,467. This balance is non-interest bearing and is due on or before August 1, 2019.

6. SHARE CAPITAL

Authorized

Unlimited number of common shares, without par value.

Unlimited number of preferred shares, without par value.

Issued

On January 16, 2017, the Company closed a Securities Purchase Agreement ("the Agreement") with the shareholders of 1084160 B.C. Ltd., ("PGC"). PGC is the beneficial owner of the right to earn up to a 100% interest in and to a series of quartz claims located in the Moosehorn Range in the Yukon Territory. This interest is subject to certain royalty rights pursuant to a property option agreement dated June 10, 2016. Pursuant to the Agreement, the Company acquired all of the outstanding share capital of PGC by issuing 11,000,000 common shares and 3,500,000 common share purchase warrants to the shareholders of PGC. Each warrant is exercisable to acquire an additional common share of the Company at a price of \$0.15 per share until October 19, 2018. In connection with the closing of the Agreement, the Company changed its name to "Provenance Gold Corp." and PGC will continue as a wholly-owned subsidiary of the Company.

The net assets acquired under the Agreement consisted of the following: cash of \$166,955; interest in mineral property – 2K Gold of \$108,478; accrued expenses (\$5,809).

On January 31, 2017, the Company completed a private placement of 750,000 units at \$0.10 per unit for gross proceeds of \$75,000. Each unit is comprised of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.15 until January 31, 2019.

On September 7, 2017, the Company completed a private placement of 2,187,733 units at \$0.15 per unit for gross proceeds of \$328,160. Each unit consists of one common share and one-half of one common share purchase warrant with each full warrant entitling the holder to purchase one additional common share at a price of \$0.30 per share for a period of twenty-four months from their date of issue.

PROVENANCE GOLD CORP.**(formerly Sparx Energy Corp.)**

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6. SHARE CAPITAL (continued)**Issued (continued)**

As of September 30, 2017, advances of \$188,440 have been received from subscribers for a private placement financing which the Company proposes to undertake. Under the terms by which the funds were advanced, these advances form a non-interest bearing loan to the Company until such time as the private placement is completed.

Warrants

Details of common share purchase warrants outstanding at September 30, 2017 and 2016 are as follows:

	2017	2016	Exercise price	Expiry date
	Outstanding Warrants	Outstanding Warrants		
Share purchase warrants				
Issued pursuant to amended Agreement	12,000,000	12,000,000	\$ 0.100	April 8, 2018
Issued under Securities Purchase Agreement	3,500,000	-	\$ 0.150	October 19, 2018
Issued in private placement	750,000	-	\$ 0.150	January 31, 2019
Issued in private placement	1,093,867	-	\$ 0.300	September 7, 2019
	17,343,867	12,000,000	\$ 0.125	

Common share purchase warrant transactions during the nine months ended September 30, 2017 and 2016 are as follows:

	Nine months ended September 30					
	2017			2016		
	Number of Warrants	Weighted average exercise price	Fair Value	Number of Warrants	Weighted average exercise price	Fair Value
Outstanding - beginning of period	12,000,000	\$ 0.100	\$ -	12,100,000	\$ 0.10	\$ -
Issued under Securities Purchase Agreement	3,500,000	\$ 0.150	-	-	-	-
Issued in private placement	750,000	\$ 0.150	-	-	-	-
Issued in private placement	1,093,867	\$ 0.300	-	-	-	-
Cancelled	-	\$ -	-	(100,000)	0.10	-
Outstanding - end of period	17,343,867	\$ 0.125	\$ -	12,000,000	\$ 0.10	\$ -

The weighted average remaining contractual life of the issued and outstanding warrants as at September 30, 2017 was 0.74 years.

On March 1, 2016, 100,000 share purchase warrants were cancelled.

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited - Expressed in Canadian Dollars)

7. FINANCIAL INSTRUMENTS

Fair Values

As at September 30, 2017, the Company's financial instruments consist of cash, accounts payable and accrued liabilities, and loan payable.

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).

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.

The fair value of cash, accounts payable and accrued liabilities, and loan payable is determined on level 1 inputs and the carrying amounts approximate the fair values due to the short-term maturities of these items.

Credit Risk

The Company is not exposed to any significant credit risk as the Company's cash is held at a large Canadian financial institution in interest bearing accounts.

Interest Rate and Foreign Exchange Risks

Provenance has cash balances and only non-interest bearing debt. The Company is not exposed to any significant interest rate or foreign exchange risks.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet accounts payable and accrued liabilities and loan payable requirements. The Company manages liquidity risk through its capital management as outlined in note 8 to the consolidated interim financial statements.

Price Risk

The Company is not exposed to price risk.

PROVENANCE GOLD CORP.**(formerly Sparx Energy Corp.)****NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

As at and for the periods ended September 30, 2017 and 2016

(Unaudited - Expressed in Canadian Dollars)

8. CAPITAL MANAGEMENT

The Company's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going-concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

9. RELATED PARTY TRANSACTIONS

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. Unless otherwise indicated, the balances are unsecured, non-interest bearing, without specific terms of repayment and have arisen from advances or the provision of services and fees described.

During the nine months ended September 30, 2017, the Company incurred \$155,800 (2016 - \$5,500 plus GST) in consulting fees paid to directors, a former director and companies in which former directors are principals.

During the year ended December 31, 2016, the Company settled \$22,050 of debt due to a former director, through debtor forgiveness with a fair value of \$11,000. As a result, a gain on debt settlement of \$11,050 was recognized in the statement of comprehensive loss. The \$11,000 settlement amount was secured by a non-interest bearing promissory note and was paid on January 4, 2017.

At September 30, 2017, the Company owed \$Nil to directors or former directors (2016 - \$21,000) in respect of fees and out of pocket expenses.

At September 30, 2017, the Company owed \$209,467 to a company controlled by a director – see note 5.

10. LOSS PER SHARE

Basic loss per share is calculated using the weighted average number of shares outstanding during the year. The warrants outstanding as at September 30, 2017 have not been included in the calculation of diluted earnings per share as the effect of their inclusion would be anti-dilutive. Loss per share is calculated as follows:

	Nine months ended September 30	
	2017	2016
Loss for the period	\$ (228,633)	\$ (24,384)
Weighted average number of shares outstanding	23,825,519	13,111,431
Basic and diluted loss per share	\$ (0.01)	\$ (0.00)

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(Unaudited - Expressed in Canadian Dollars)

11. SUPPLEMENTARY DISCLOSURES WITH RESPECT TO CASH FLOWS

During the nine months ended September 30, 2017, the Company (recovered) interest in the amount of (\$1,123) (2016 - incurred expense \$6,203).

As disclosed in note 5, on January 31, 2017, the Company settled debt, including accrued interest of \$40,656, by issuing a promissory note in the amount of \$209,467.

There were no non-cash transactions affecting cash flows from operating, investing, and financing activities during the nine months ended September 30, 2016.