

**MIDNIGHT STAR VENTURES CORP.**

**CONDENSED INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED  
JANUARY 31, 2016**

**(Expressed in Canadian Dollars)**

**NOTICE OF NO AUDITOR REVIEW OF THE  
CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these 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 Midnight Star Ventures Corp. (the "Company") for the three and nine months ended January 31, 2016 have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

# MIDNIGHT STAR VENTURES CORP.

## CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited)

(Expressed in Canadian Dollars)

	JANUARY 31 2016	APRIL 30 2015
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 9,203	\$ 25,996
Amounts recoverable	11,137	4,702
Deferred financing costs (Note 7)	-	27,000
<b>Total Current Assets</b>	<b>20,340</b>	<b>57,698</b>
<b>Computer Equipment</b>	1,146	1,641
<b>Exploration and Evaluation Assets (Note 5)</b>	<b>84,126</b>	<b>41,512</b>
<b>Total Assets</b>	<b>\$ 105,612</b>	<b>\$ 100,851</b>
 <b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 29,785	\$ 55,478
Interest payable (Note 6)	1,715	203
Note payable (Note 6)	20,000	-
<b>Total Current Liabilities</b>	<b>51,500</b>	<b>55,681</b>
<b>Note Payable (Note 6)</b>	-	<b>20,000</b>
<b>Total Liabilities</b>	<b>51,500</b>	<b>75,681</b>
 <b>EQUITY</b>		
<b>Share Capital (Note 7)</b>	389,571	256,558
<b>Reserves</b>	107,000	89,100
<b>Deficit</b>	(442,459)	(320,488)
<b>Total Equity</b>	<b>54,112</b>	<b>25,170</b>
<b>Total Liabilities and Equity</b>	<b>\$ 104,612</b>	<b>\$ 100,851</b>

The financial statements were approved and authorized for issue by the Board of Directors on March 29, 2016. They were signed on the Company's behalf by:

“David Ryan”

Director

“Bernie Hoing”

Director

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

# MIDNIGHT STAR VENTURES CORP.

## CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Unaudited)

(Expressed in Canadian Dollars)

	THREE MONTHS ENDED JANUARY 31		NINE MONTHS ENDED JANUARY 31	
	2016	2015	2016	2015
<b>Expenses</b>				
Bank charges and interest	\$ 218	\$ 69	\$ 569	\$ 309
Communications	857	421	2,439	1,410
Consulting (Note 11)	-	1,500	-	6,000
Depreciation	165	164	495	164
Interest on notes and convertible notes payable	504	1,002	1,512	1,707
Management fees (Note 11)	12,000	14,000	36,000	41,000
Office and miscellaneous	1,068	1,233	3,665	2,465
Professional fees	5,229	19,742	38,230	36,278
Promotion	1,399	3,862	8,589	9,109
Regulatory and filing fees	2,921	-	20,314	-
Rent	3,000	-	9,000	-
Share-based payments (Note 7)	-	58,000	-	89,100
Travel	126	708	1,158	1,712
	<u>27,487</u>	<u>100,701</u>	<u>121,971</u>	<u>179,836</u>
<b>Net Loss and Comprehensive Loss for the Period</b>	<b>\$ (27,487)</b>	<b>\$ (100,701)</b>	<b>\$ (121,971)</b>	<b>\$ (189,254)</b>
<b>Loss Per Share, Basic and diluted</b>	<b>\$ (0.01)</b>	<b>\$ (0.02)</b>	<b>\$ (0.01)</b>	<b>\$ (0.02)</b>
<b>Weighted Average Number of Shares Outstanding</b>	<b>11,126,934</b>	<b>7,131,797</b>	<b>10,243,812</b>	<b>6,563,932</b>

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

**MIDNIGHT STAR VENTURES CORP.**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(Expressed in Canadian Dollars)

	<b>NINE MONTHS ENDED</b>	
	<b>JANUARY 31</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash Provided By (Used In):</b>		
<b>Operating Activities</b>		
Net loss for the period	\$ (121,971)	\$ (189,254)
Items not involving cash:		
Accrued interest	1,512	1,707
Depreciation	495	164
Share-based payments	-	89,100
Net changes in non-cash operating working capital items:		
Amounts recoverable	(6,435)	(4,611)
Accounts payable and accrued liabilities	(25,693)	15,546
	<b>(152,092)</b>	<b>(87,348)</b>
<b>Financing Activities</b>		
Deferred financing fees		(27,000)
Proceeds from share issuances	205,780	36,250
Share issuance costs	(27,867)	-
Proceeds from convertible notes payable	-	85,000
	<b>177,913</b>	<b>94,250</b>
<b>Investing Activity</b>		
Exploration and evaluation assets	(42,614)	(30,595)
<b>Net Increase In Cash</b>	<b>(16,793)</b>	<b>(23,693)</b>
<b>Cash, Beginning of Period</b>	<b>25,996</b>	<b>52,186</b>
<b>Cash, End of Period</b>	<b>\$ 9,203</b>	<b>\$ 28,493</b>
<b>Supplemental Cash Flow Information</b>		
Interest Paid	\$ -	\$ -
Income Tax Paid	\$ -	\$ -
<b>Supplementary disclosures for Non-Cash Financing and Investing Activities</b>		
Fair value of common shares issued as share issue costs	\$ 10,000	\$ -
Fair value of Agents options issued	\$ 17,900	\$ -
Reallocation of deferred financing fees to share issue costs	\$ 27,000	\$ -

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

**MIDNIGHT STAR VENTURES CORP**  
**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

**FOR THE YEARS PERIOD FROM MAY 1, 2015 TO JANUARY 31, 2016**  
(Unaudited)  
(Expressed in Canadian Dollars)

	SHARE CAPITAL		RESERVES	DEFICIT	TOTAL EQUITY (DEFICIENCY)
	SHARES	AMOUNT			
Balance April 30, 2014	8,580,001	\$ 133,601	\$ -	\$ (78,786)	\$ 54,815
Shares issued on conversion of notes payable and accrued interest	1,734,134	86,707	-	-	86,707
Shares issued for cash	600,000	30,000	-	-	30,000
Shares issued on exercise of share purchase warrants	1,250,000	6,250	-	-	6,250
Share-based payments	-	-	89,100	-	89,100
Net loss for the period	-	-	-	(189,254)	(189,254)
Balance January 31, 2015	12,164,135	256,558	89,100	(268,040)	77,618
Net loss for the period	-	-	-	(52,448)	(52,448)
Balance April 30, 2015	12,164,135	256,558	89,100	(320,488)	25,170
Shares issued for cash	2,057,800	205,780	-	-	205,780
Shares issued as finders fees	100,000	10,000	-	-	10,000
Agents options issued as finders fees	-	(17,900)	17,900	-	-
Share issuance costs	-	(64,867)	-	-	(64,867)
Net Loss for the period	-	-	-	(121,971)	(121,971)
<b>Balance, January 31, 2016</b>	<b>14,321,935</b>	<b>\$ 389,571</b>	<b>\$ 107,000</b>	<b>\$ (442,459)</b>	<b>\$ 54,112</b>

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

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 1. NATURE OF OPERATIONS AND GOING CONCERN

#### a) Nature of Operations

Midnight Star Ventures Corp (the "Company") was originally incorporated under the Business Corporations Act of British Columbia on April 19, 2013. The principal business of the Company is the acquisition and exploration of resource properties in North America.

The address of the Company's corporate office and principal place of business is Suite 1085- 555 Burrard Street, Two Bentall Centre, P.O. Box 201, Vancouver BC, V7X 1M8.

On August 4, 2015, the Company listed on the Canadian Securities Exchange, and trades under the symbol "STV" after the closing of a prospectus offering on August 5, 2015.

#### b) Going Concern

These statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown in these condensed interim financial statements and do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

During the nine month period ended January 31, 2016, the Company incurred a net loss of \$121,971 (nine month period ended January 31, 2015 - \$189,254) and at January 31, 2016 has an accumulated deficit of \$442,459 (April 30, 2015 - \$320,488). The operations of the Company have been funded by the issuance of common shares and convertible notes payable. Continued operations of the Company are dependent on the Company's ability to complete equity financings and issue additional notes payable. Management's plan in this regard is primarily to secure additional funds through future equity financings, which may be unavailable or unavailable on reasonable terms. These factors may cast significant doubt on the use of the going concern basis of accounting.

### 2. BASIS OF PRESENTATION

#### a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all information required for full annual financial statements and should be read in conjunction with the Audited Financial Statements of the Company for the year ended April 30, 2015.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 2. BASIS OF PRESENTATION (Continued)

These condensed interim financial statements were authorized for issue by the Board of Directors on March 29, 2016.

#### b) Basis of Presentation

These financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional currency of the Company is the Canadian dollar, being the currency of the economic environment of the Company's operations. The functional currency is also the presentation currency.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. See Note 4 for Critical Accounting Estimates and Judgments made by management in the application of IFRS.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at April 30, 2015. The accompanying condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended April 30, 2015.

Subsequent to April 30, 2015 there have been no new accounting policies adopted by the Company.

#### *Accounting Standards Issued but Not Yet Applied*

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9"), was issued in November 2009. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories:



# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Amortized cost and Fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income.

This standard is required to be applied for accounting periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

Where such equity instruments are measured at fair value through other comprehensive income, dividends, to the extent not clearly representing a return of investment, are recognized in profit or loss; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income.

### 4. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

#### i) Exploration and Evaluation Expenditures

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

#### ii) Impairment

At each reporting period, assets, specifically exploration and evaluation assets, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 4. USE OF ESTIMATES AND JUDGEMENTS (Continued)

#### iii) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

This estimate also requires determining the most appropriate inputs to the valuation model, including the expected life of the share option, volatility and dividend yield, and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 8.

#### iv) Title to Mineral Property Interest

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

#### v) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision.

Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 4. USE OF ESTIMATES AND JUDGEMENTS (Continued)

#### vi) Rehabilitation Provision

The application of the Company's accounting policy for rehabilitation is based on internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management.

Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market conditions at the time when the rehabilitation costs are actually incurred.

#### vii) Determination of Going Concern Assumption

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

### 5. EXPLORATION AND EVALUATION ASSETS

	FISH CLAIMS	
	JANUARY 31 2016	APRIL 30 2015
<b>Property Acquisition Costs</b>		
Balance, beginning of period	\$ 5,616	\$ 2,860
Additions in the period	9,866	2,756
Balance, end of period	<u>\$ 15,482</u>	<u>\$ 5,616</u>
<b>Deferred exploration expenditures</b>		
Balance, beginning of period	\$ 35,896	\$ 9,113
Additions in the period		
43-101 Report	-	16,561
Claim maintenance fees	12,197	10,222
Geological consulting	10,179	
Assays	10,372	
	<u>32,748</u>	<u>26,783</u>
Balance, end of period	<u>\$ 68,644</u>	<u>\$ 35,896</u>
<b>Total balance, end of period</b>	<u>\$ 84,126</u>	<u>\$ 41,512</u>

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 5. EXPLORATION AND EVALUATION ASSETS (Continued)

#### Fish Claims

On August 28, 2013, the Company entered into an earn in agreement with Pengram Corporation ("Pengram") where Pengram agreed to grant to the Company an option to acquire an 80% interest in 56 unpatented lode mining claims covering approximately 1275 acres located in the Lone Mountain Mining District of Esmeralda County, Nevada, USA. Pengram has an existing option to acquire the property through an underlying agreement with Claremont Nevada Mines LLC ("Optionor").

The agreement provides that the Company can acquire an 80% interest in the claims by making staged advance royalty payments as follows:

- i) \$2,860 (US\$2,500) on or before February 28, 2014 (paid);
- ii) \$2,756 (US\$2,500) on or before August 28, 2014 (paid);
- iii) \$9,866 (US\$7,500) on or before August 28, 2015 (paid)
- iv) \$13,970 (US\$10,000) on or before August 28, 2016;
- v) \$17,463 (US\$12,500) on or before August 28, 2017;
- iv) \$20,955 (US\$15,000) on or before August 28, 2018.

Should the Company not be able to meet the obligations noted above, the Company may extend the term for an additional five years by giving notice to the Optionor. In the event the option is extended, the Company will make an advance royalty payment of \$20,955 (US\$15,000) on August 28, of each year of the extended term.

In addition to the above, the Company has the obligation to maintain the mineral lode claims in good standing by payment of all Bureau of Land Management Fees, Claim Fees, Taxes and Rentals, and the performance of all other actions which may be necessary in that regard in order to keep the mineral claims free and clear of all liens and other charges arising from the Company's activities except those at the time contested in good faith by the Company.

The agreement is subject to a 3% Net Smelter Returns Royalty upon commencement of commercial production.

During the nine month period ended January 31, 2016, the Company incurred \$20,551 (US\$15,510) on an exploration program consisting of surface sampling and assaying and also incurred \$12,197 (US\$9,272) on claim maintenance fees.

During the year ended April 30, 2015, the Company incurred \$2,756 (US\$2,500) in advance royalty payments, \$16,561 (US\$14,621) to complete a 43-101 report on the property and \$10,222 (US\$9,024) in claim maintenance fees.

During the year ended April 30, 2014, the Company incurred \$2,860 (US\$2,500) in advance royalty payments, and \$9,113 (US\$8,433) in claim maintenance fees.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

### FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

#### 6. NOTE PAYABLE

On March 24, 2015, the Company issued a promissory note in the amount of \$20,000. The note is unsecured and bears interest at 10% per annum which is to be paid annually on March 15, of each year. Interest charged on the note during the three and nine month periods ended January 31, 2016 was \$504 and \$1,512 respectively (three and nine months ended January 31, 2015 - \$nil). As at January 31, 2016, accrued interest of \$1,715 (April 30, 2015 - \$203) has been recorded. The note has a repayment date of June 30, 2016.

#### 7. SHARE CAPITAL

##### a) Authorized

Unlimited common shares, without par value.

Unlimited preferred shares, without par value (none issued).

##### b) Issued

On August 5, 2015 the Company completed its Initial Public Offering ("IPO") by issuing 2,057,800 common shares at \$0.10 for aggregate proceeds of \$205,780. Wolverton Securities Ltd. ("The Agent") acted as Agent under the Offering. The Agent received a total commission equal to \$20,578, being 10% of the gross proceeds; 100,000 common shares with a fair value of \$10,000 and 205,780 Agents Options with a fair value of \$17,900, as determined using the Black-Scholes stock option pricing model. Each Agents Option is exercisable at \$0.10 into one Common share of the Company until August 4, 2018. Shares issuance costs aggregating \$54,867 were incurred. These costs included a corporate finance fee of \$15,000 paid to the agent and other expenses aggregating \$39,867. As at April 30, 2015, the Company had advanced the agent \$12,000 towards expenses and paid the corporate finance fee of \$15,000. These two amounts aggregating \$27,000 were recorded as deferred financing costs at April 30, 2015.

During the year ended April 30, 2015, the Company undertook the following share transactions:

On December 22, 2014 the Company received notice of the exercise of all the convertible promissory notes issued in September, 2014 and on November 22, 2014. The carrying amount of the promissory notes, including accrued interest, of \$86,707 was exchanged at an issue price of \$0.05 per share for 1,734,134 common shares of the Company and the common shares were issued to the convertible promissory note holders.

On January 16, 2015, pursuant to a non-brokered private placement, the Company issued 600,000 common shares at \$0.05 per share for aggregate proceeds of \$30,000.

On January 16, 2015, the President exercised 1,250,000 warrants for aggregate proceeds of \$6,250 and the Company issued 1,250,000 common shares.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

### FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

#### 7. SHARE CAPITAL (Continued)

##### b) Issued

During the year ended April 30, 2014, the Company issued 6,580,000 common shares at \$0.02 per share on April 30, 2014 for aggregate proceeds of \$131,600 pursuant to a non-brokered private placement.

##### c) Share Purchase Warrants

On October 29, 2014, the Company modified the terms of 750,000 outstanding share purchase warrants. Under the terms of the agreement, the exercise price increased from \$0.01 to \$0.02, and the expiry date was extended from April 25, 2015 to April 25, 2016. On January 16, 2015 the Company further modified the terms of these warrants. Under the terms of the agreement the exercise price was increased from \$0.02 to \$0.05 per warrant. In connection with these transactions, the Company recorded a share-based payments expense of \$31,100.

On January 16, 2015, the Company modified the terms of 1,250,000 outstanding share purchase warrants. Under the terms of the agreement, the exercise price decreased from \$0.01 to \$0.005. In connection with the transaction, the Company recorded a share-based payments expense of \$58,000.

As at January 31, 2016, share purchase warrants were outstanding for the purchase of common shares as follows:

NUMBER OF SHARE PURCHASE WARRANTS	EXERCISE PRICE	NUMBER EXERCISABLE AT JANUARY 31 2016	EXPIRY DATE
750,000	\$ 0.05	750,000	April 25, 2016

As at January 31, 2016 share purchase warrants outstanding have a weighted average remaining contractual life of 0.48 years.

A summary of changes in share purchase warrants for the nine month period ended January 31, 2016 and the year ended April 30, 2015 is presented below:

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

### FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

#### 7. SHARE CAPITAL (Continued)

##### c) Share Purchase Warrants (Continued)

	NINE MONTHS ENDED JANUARY 31, 2016		YEAR ENDED APRIL 30, 2015	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	750,000	\$ 0.02	2,000,000	\$ 0.01
Exercised	-	-	(1,250,000)	(0.005)
Balance, end of period	<u>750,000</u>	<u>\$ 0.02</u>	<u>750,000</u>	<u>\$ 0.01</u>

##### d) Agents options

As at January 31, 2016, agents options were outstanding for the purchase of common shares as follows:

NUMBER OF SHARE PURCHASE WARRANTS	EXERCISE PRICE	NUMBER EXERCISABLE AT JANUARY 31 2016	EXPIRY DATE
205,780	\$ 0.10	205,780	August 4, 2018

As at January 31, 2016 the agents options outstanding have a weighted average remaining contractual life of 2.51 years.

A summary of changes in agents options for the nine month period ended January 31, 2016 and the year ended April 30, 2015 is presented below:

	NINE MONTHS ENDED JANUARY 31, 2016		YEAR ENDED APRIL 30, 2015	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	-	\$ -	-	\$ -
Issued	<u>205,780</u>	<u>0.10</u>	-	-
Balance, end of period	<u>205,780</u>	<u>\$ 0.10</u>	<u>-</u>	<u>\$ -</u>

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 7. SHARE CAPITAL (Continued)

#### d) Agents options (Continued)

The fair value of the agents options was estimated to be \$17,900 using the Black-Scholes option-pricing model with the following assumptions:

	JANUARY 31	
	2016	2015
Risk free interest rate	0.03%	-
Expected life	3 years	-
Expected volatility	175%	-
Expected forfeiture	0%	-
Expected dividend yield	0%	-

#### e) Stock options

On December 22, 2014, the Company adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the requirements of the Canadian Securities Exchange, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company.

Compensation costs attributable to the granting and vesting of share purchase warrants and options are measured at fair value and expensed with a corresponding increase to share-based payment reserve. Upon exercise of the share purchase warrants and options, consideration paid by the option holder together with the amount previously recognized in share-based payment reserve is recorded as an increase to share capital. Upon expiry, the amounts recorded for share-based compensation are transferred to the deficit from the share-based payment reserve.

#### e) Shares in Escrow

Pursuant to an Escrow agreement dated March 9, 2015, upon the closing of the IPO 3,550,001 common shares and 750,000 warrants held by the Directors will be held in Escrow. Pursuant to the agreement, upon the listing date 10% of the shares subject to the Escrow agreement were released, and every 6 months thereafter 15% of the original securities taken to Escrow will be released. As at January 31, 2016, 3,195,001 common shares and 675,000 remain subject to the Escrow agreement.



# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 8. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at January 31, 2016, and April 30, 2015 the classification of the financial instruments, as well as their carrying values and fair values, are shown in the table below:

	LEVEL	FAIR VALUE THROUGH PROFIT OR LOSS	OTHER FINANCIAL LIABILITIES	CARRYING VALUE	FAIR VALUE
<b>AS AT JANUARY 31, 2016</b>					
<b>Financial assets</b>					
Cash	1	\$ 9,203	\$ -	\$ 9,203	\$ 9,203

<b>Financial liabilities</b>					
Accounts payable and accrued liabilities	1	\$ -	\$ 29,785	\$ 29,785	\$ 29,785
Note and interest payable	1	\$ -	\$ 21,715	\$ 21,715	\$ 21,715

	LEVEL	FAIR VALUE THROUGH PROFIT OR LOSS	OTHER FINANCIAL LIABILITIES	CARRYING VALUE	FAIR VALUE
<b>AS AT APRIL 30, 2015</b>					
<b>Financial assets</b>					
Cash	1	\$ 25,996	\$ -	\$ 25,996	\$ 25,996

<b>Financial liabilities</b>					
Accounts payable and accrued liabilities	1	\$ -	\$ 55,478	\$ 55,478	\$ 55,478
Note and interest payable	1	\$ -	\$ 20,203	\$ 20,203	\$ 20,203

At January 31, 2016, and April 30, 2015 the carrying values of cash, accounts payable and accrued liabilities and note and interest payable, approximate their fair values due to the short-term nature of these balances.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 9. RISK MANAGEMENT

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include currency, credit, interest rate and liquidity risks. Where material, these risks are reviewed and monitored by the Board of Directors.

#### a) Currency Risk

The Company's functional currency and the reporting currency is the Canadian dollar ("CDN\$"). Periodically the Company incurs charges on its operations for settlement in currencies other than its functional currency and any gain or loss arising on such transactions is recorded in operations for the year.

The Company holds an interest in 58 unpatented mining claims located in the USA and the advance royalty agreement is denominated in the US Dollar ("USD\$"). As a result the Company is subject to foreign currency and exchange risk on the translation of these transactions and year end balances to the reporting currency. Any gains or losses arising in the period are included in operations for the year.

As at January 31, 2016, a 1% strengthening in the USD relative to the CDN\$ does not have a significant impact on the net loss for the year or the future estimated cash flows arising to complete the acquisition of the property.

#### b) Credit Risk

Credit risk is the risk of a financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is primarily held in large Canadian financial institutions. Management believes that the credit risk concentration with respect to cash is remote.

#### c) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of cash and short-term investment is limited because the majority of the Company's cash and short-term investment balances are held by a Canadian chartered bank and the convertible notes payable are subject to a fixed interest rate.

#### d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to manage liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period and the Company had sufficient liquidity to meet these obligations.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

### 9. RISK MANAGEMENT (Continued)

#### e) Commodity Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. To mitigate price risk, the Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

### 10. CAPITAL MANAGEMENT

When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition and exploration of mineral properties.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to manage its capital.

The property in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration 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 considers its approach to capital management to be appropriate given the relative size of the Company. The Company is not subject to externally imposed capital requirements.

### 11. RELATED PARTY TRANSACTIONS

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

# MIDNIGHT STAR VENTURES CORP.

## NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

### FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2016

(Unaudited)

(Expressed in Canadian Dollars)

#### 11. RELATED PARTY TRANSACTIONS (Continued)

Related party transactions that have not been disclosed elsewhere in the financial statements include the following:

As at January 31, 2016, accounts payable and accrued liabilities includes \$9 (April 30, 2015 - \$1,663) for expenses incurred by the President on behalf of the Company, \$3,000 (April 30, 2015 - \$2,000) for management fees charged by a director, and \$10,130 (April 30, 2014 - \$19,200) for services rendered to the Company a company controlled by an officer of the Company.

Amounts paid or accrued in the statements of operations for the nine months ended January 31, 2016 and 2015 include:

	NINE MONTHS ENDED JANUARY 31	
	2016	2015
Consulting fees	\$ -	\$ 6,000
Management fees	36,000	41,000
Professional fees	15,400	6,000
Share-based payments	-	88,100
Total	<u>\$ 51,400</u>	<u>\$ 141,100</u>

#### 12. SUBSEQUENT EVENTS

Subsequent to the period end, the President advanced to the Company \$12,000. The advance is non-interest bearing and repayable upon demand.