CARRARA EXPLORATION CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JANUARY 31, 2017

AND JANUARY 31, 2016

(UNAUDITED)

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited financial statements have been prepared by management and approved by the Audit Committee.

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

CARRARA EXPLORATION CORP.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

EXPRESSED IN CANADIAN DOLLARS

		January 31, 2017 (Unaudited)		July 31, 2016 (Audited)
ASSETS				
Current				
Cash	$	118,747	$	54,941
Amounts receivable		13,097		2,622
		131,844		57,563
Exploration and evaluation assets (Note 5)		132,691		65,391
	$	264,535	$	122,954
LIABILITIES				
Current				
Accounts payable and accrued liabilities	$	17,678	$	10,439
SHAREHOLDERS' EQUITY				
Share capital (Note 6)		480,349		189,900
Contributed surplus		131,497		62,700
Deficit		(364,989)		(140,085)
		246,857		112,515
	$	264,535	$	122,954

NATURE OF CONTINUANCE OF OPERATIONS (Note 1)

Authorized for issuance on behalf of the Board March 14, 2017:

"Robert Coltura" Director
ROBERT COLTURA

"Salman Jamal" Director
SALMAN JAMAL

CARRARA EXPLORATION CORP.

CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

EXPRESSED IN CANADIAN DOLLARS **UNAUDITED**

	Three months ended January 31, 2017	Three months ended January 31, 2016	Six months ended January 31, 2017	Six months ended January 31, 2016
EXPENSES				
Consulting fees	$ 28,500	$ –	$ 28,500	$ –
Management fees	2,000	10,000	18,500	10,000
Office and miscellaneous	8,102	2,289	11,517	2,769
Professional fees	60,117	724	83,140	724
Rent	3,910	2,000	6,910	2,000
Share-based payments	–	–	46,916	–
Transfer agent and filing fees	12,823	–	21,126	–
Travel and promotion	4,027	1,948	8,295	3,171
Net loss and comprehensive loss, end of period	$ 119,479	$ 16,961	$ 224,904	$ 18,664
Loss per share – basic and diluted	$ (0.01)	$ (0.00)	$ (0.02)	$ (0.00)
Weighted average number of common share outstanding	11,726,473	5,250,000	11,726,473	5,250,000

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

CARRARA EXPLORATION CORP.

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

EXPRESSED IN CANADIAN DOLLARS **UNAUDITED**

	Share Capital					
	Number of Shares	Amount	Share Subscription	Contributed Surplus	Deficit	Total
		$	$	$	$	$
Balance, July 31, 2016	8,700,000	189,900	–	62,700	(140,085)	112,515
Issued for cash	3,737,000	267,330	–	–	–	267,330
Issued for agent services	150,000	15,000	–	–	–	15,000
Issued for exploration and evaluation assets	300,000	30,000	–	–	–	30,000
Share base payments on agents warrants	–	(21,881)	–	21,881	–	–
Share-based payments	–	–	–	46,916	–	46,916
Comprehensive loss	–	–	–	–	(224,904)	(224,904)
Balance, January 31, 2017	12,887,000	480,349	–	131,497	(364,989)	246,857
Balance, July 31, 2015	2,700,000	900	90,000	51,300	(62,451)	79,749
Issued for cash	2,550,000	91,500	(88,500)	–	–	3,000
Comprehensive loss	–	–	–	–	(18,664)	(18.664)
Balance, January 31, 2016	5,250,000	92,400	1,500	51,300	(81,115)	64,085

CARRARA EXPLORATION CORP.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

EXPRESSED IN CANADIAN DOLLARS **UNAUDITED**

	Three months ended January 31, 2017	Three months ended January 31, 2016	Six month ended January 31, 2017	Six months ended January 31, 2016
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net loss for the period	$ (119,479)	$ (16,961)	$ (224,904)	$ (18,664)
Items not involving cash:				
Share - based payments	–	–	46,916	–
	(119,479)	(16,961)	(177,988)	(18,664)
Changes in non-cash working capital balances:				
Amounts receivable	(7,739)	(71)	(10,475)	1,467
Accounts payable and accrued liabilities	(39,640)	11,579	7,239	11,720
Cash used in operating activities	(166,858)	(5,453)	(181,224)	(5,477)
INVESTING ACTIVITY				
Mineral property acquisition and exploration costs	(22,300)	–	(37,300)	–
Cash used in investing activity	(22,300)	–	(37,300)	–
FINANCING ACTIVITIES				
Issuance of shares, Net of costs	282,330	91,500	282,330	91,500
Share subscriptions	–	(88,500)	–	(88,500)
Deferred cost	10,000	–	–	–
Cash provided by financing activities	292,330	3,000	282,330	3,000
DECREASE IN CASH DURING THE PERIOD	103,172	(2,453)	63,806	(2,477)
CASH, BEGINNING OF PERIOD	15,575	27,114	54,941	27,138
CASH, END OF PERIOD	$ 118,747	$ 24,661	$ 118,747	$ 24,661
SUPPLEMENTAL DISCLOSURES				
Interest paid	$ –	$ –	$ –	$ –
Income taxes paid	$ –	$ –	$ –	$ –
Shares issued for services	$ 15,000	$ –	$ 15,000	$ –
Shares issued for and evaluation and exploration costs	$ 30,000	$ –	$ 30,000	$ –

1. NATURE OF OPERATIONS

Carrara Exploration Corp. ("the Company") was incorporated on December 15, 2014 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at January 31, 2017, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company had a deficit of $364,989 as at January 31, 2017, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The financial statements are prepared in accordance with IAS 34 Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all financial 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 July 31, 2016.

The financial statements are prepared in accordance with accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretation of the International Financial Reporting Interpretation Committee ("IFRIC").

The financial statements were authorized for issue by the Board of Directors on February 21, 2017.

b) Basis of presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Cash equivalents

Cash equivalents include short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. As of January 31, 2017, the Company held cash only.

d) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

e) Share-based payments

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

f) Flow-through shares (continued)

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

g) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates (“the functional currency”), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

h) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Decommissioning, restoration and similar liabilities (continued)

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

i) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

j) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the period end date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each period end date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

k) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company’s cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. At January 31, 2017, the Company has not classified any financial assets as loans and receivables.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Financial assets (continued)

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. At January 31, 2017, the Company has not classified any financial assets as available for sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

l) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. At January 31, 2017, the Company has not classified any financial liabilities as FVTPL.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

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

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;

ii. the measurement of deferred income tax assets and liabilities; and

iii. the inputs used in accounting for share-based payments.

Significant accounting judgments

i. the determination of categories of financial assets and financial liabilities; and

ii. the evaluation of the Company's ability to continue as a going concern.

4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

The following standard will be effective for annual periods beginning on or after August 1, 2016:

IAS 16 *Property, Plant and Equipment* and IAS 36 *Intangible Assets*

In May 2014, the IASB issued an amendment to IAS 16 and IAS 36. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

New accounting standards effective for annual periods on or after August 1, 2018:

(Expressed in Canadian dollars) UNAUDITED

4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

IFRS 9 – *Financial Instruments*

In November 2009, as part of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013 the standard was revised to add the new general hedge accounting requirements. The standard was finalized in July 2014 and was revised to add a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income (FVOTCI) category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics test.

IFRS 15 – *Revenue from Contracts with Customers*

In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programs, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs $	**Exploration Costs** $	**Total** $
Balance, July 31, 2016	5,000	60,391	65,391
Shares issued for exploration and evaluation assets	30,000		30,000
Exploration expenditures	-	37,300	37,300
Balance, January 31, 2017	35,000	97,691	132,691

Boomerang Gold Project

Pursuant to an option agreement (the “Agreement”) dated December 15, 2014, with Rich River Exploration and Craig A. Lynes, collectively, the “Optionors”, the Company was granted an option to acquire a 100% undivided interest in the Boomerang Gold Project (the “Property”) near Rhone – Rock Creek area in British Columbia.

(Expressed in Canadian dollars) UNAUDITED

5. EXPLORATION AND EVALUATION ASSET (continued)

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 800,000 common shares of the Company to the Optionors, making cash payments totaling $105,000, and incurring a total of $400,000 in exploration expenditures as follows:

	Common Shares	**Cash**	**Exploration Expenditures**
	#	$	$
Upon execution of the Agreement (paid)	-	5,000	-
Upon listing of the Company's common shares . on a Canadian Stock Exchange (the "Listing") (issued)	300,000	-	-
On or before the first anniversary of the Listing	100,000	-	-
On or before the second anniversary of the Listing	100,000	-	-
On or before the third anniversary of the Listing	100,000	20,000	100,000
On or before the fourth anniversary of the Listing	200,000	30,000	100,000
On or before the fifth anniversary of the Listing	-	50,000	200,000
Total	800,000	105,000	400,000

The Property is comprised of two mineral claims and a 2.5 kilometre area of influence measured from the outside perimeter of the claims, excluding claims already held by third parties.

The Optionors will retain a 3% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for $750,000 and the remaining 2% for $1,000,000 at any time prior to the commencement of commercial production.

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

The Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release at 10% on the listing date and 15% on every six month from date of listing. At January 31, 2017, there were 3,060,000 common shares held in escrow.

c) Issued and Outstanding as at July 31, 2016 and January 31, 2017: 12,887,000 common shares.

For the year ended July 31, 2016, the Company had the following share capital transactions:

(i) The Company issued 1,600,000 common shares and 1,250,000 flow-through shares for cash of $90,000 received during the period ended July 31, 2015.

(ii) The Company issued 600,000 common shares at a price of $0.001 per share for a total of $600. The fair value of the 600,000 common shares was estimated to be $12,000. Accordingly, the Company recorded share-based payments of $11,400 and a corresponding increase to contributed surplus.

(iii) The Company issued 750,000 common shares at a price of $0.02 per share, raising proceeds of $15,000. The common shares were issued on a flow-through basis.

6. SHARE CAPITAL (continued)

c) Issued and Outstanding as at July 31, 2016 and January 31, 2017: 8,700,000 common shares. (continued)

(iv) The Company issued 1,000,000 common shares at a price of $0.05 per share for gross proceeds of $50,000. The Company paid $7,500 in share issuance costs related to the financing and the 500,000 flow-through shares noted (v) below.

(v) The Company issued 500,000 common shares at a price of $0.05 per share, raising proceeds of $25,000. The common shares were issued on a flow-through basis.

(vi) The Company issued 300,000 common shares at a price of $0.05 per share for gross proceeds of $15,000.

For the period ended January 31, 2017, The Company had the following share capital transactions:

(vii) The Company issued 3,737,000 common shares at 0.10 per share pursuant to an IPO to net $267,330.

(viii) The Company issued 150,000 shares as agent warrants.

(ix) The Company issued 300,000 common share for exploration and evaluation assets.

As of January 31, 2017, $65,000 in eligible exploration expenditures incurred had been financed by the flow-through shares issuance.

For the purposes of the calculating the tax effect of any premium related to the issuances of the flow-through shares, the Company reviewed recent financings and compared it to determine if there was a premium paid on the shares. As a result of the review the Company did not recognize any premium on the shares.

d) Stock Options:

The Company grants incentive stock options as permitted pursuant to the Company's Stock Option Plan (the "Plan") approved by the shareholders which complies with the rules and policies of the Canadian Securities Exchange. Under the Plan, the aggregate number of common shares which may be subject to option at any time may not exceed 10% of the issued common shares of the Company as of that date including options granted prior to the adoption of the Plan. Options granted may not exceed a term of 10 years, and the term will be reduced to one year following the date of death of the Optionee. If the Optionee ceases to be qualified to receive options from the Company those options shall immediately expire. All options vest when granted unless otherwise specified by the Board of Directors. Options granted to persons providing investor relations activities to the Company must vest in stages over at lease one-year period and no more than one-quarter of such options may be vested in any three month period.

(Expressed in Canadian dollars) UNAUDITED

6. SHARE CAPITAL (continued)

d) Stock Options: (continued)

The following table summarizes stock option transactions during the period:

	Number of Options	Weighted Avg. Exercise Price
Outstanding, July 31, 2016	–	$ –
Granted	800,000	0.10
Outstanding, January 31, 2017	800,000	$ 0.10

During the period ended January 31, 2017, the Company granted 800,000 stock options to directors and officers of the Company. The options vested immediately upon grant and their fair value of $46,916 was charged to statement of comprehensive loss. The Company uses the Black-Scholes option pricing model to value stock options which requires management to make estimates that are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

The weighted average assumptions used in calculating the fair value of the options were as follows:

	January 31, 2017
Risk-free rate	0.62%
Exercise price	$0.10
Expected life of options in years	5
Expected volatility	115%
Expected dividend yield	0%

The weighted average grant date fair value for the options for the period ended January 31, 2017 was $0.10.

The expected volatility used in the Black-Scholes option pricing model is based on the historical volatility of a set of representative companies with similar risk profile.

The following table summarizes the stock options outstanding and exercisable:

Exercise Price	Number of Options Outstanding	Exercisable	Expiry Date
$ 0.10	800,000	800,000	September 7, 2021

The weighted average remaining useful life of outstanding options is 4.58 years as at January 31, 2017.

(Expressed in Canadian dollars) UNAUDITED

6. SHARE CAPITAL (continued)

e) Warrants

A Summary of the Company's share purchase warrants are as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding and exercisable, July 31, 2016	–	–
Granted	373,000	$0.10
Outstanding and exercisable, January 31, 2017	373,000	$0.10

On December 21, 2016, the Company issued 373,000 agent warrants related to the IPO. The agent warrants are exercisable at $0.10 per share and expire on December 21, 2018. The weighted average remaining contractual life of the warrants is 1.91 years.

The following assumptions were used for the Black-Scholes valuation of warrants issued:

	2016
Share price	$0.10
Risk – free interest rate	0.66%
Expected life of warrants	2 years
Dividend rate	0%
Annualized volatility	115%

The fair value per agent's warrant issued is $0.10.

7. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The following amounts are due to related parties and have been included in accounts payable and accrued liabilities:

	January 31, 2017	**January 31, 2016**
	$	$
Accounts payable and accrued liabilities	4,189	12,120

The amounts are due to companies controlled by directors of the Company. The amounts are non-interest bearing, unsecured and are due upon demand.

7. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

The Company had incurred the following key management personnel cost from related parties:

	Period ended January 31, 2017	**Period ended January 31, 2016**
	$	$
Management fees	18,500	10,000
Share-based payments	46,916	–
Total	65,416	10,000

Management fees and share-based payments were provided by companies owned by two directors of the Company. Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer.

8. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. 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 or dispose of assets or adjust the amount of cash.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at January 31, 2017 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	118,747	–	–	118,747

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at January 31, 2017 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

10. COMMITMENT

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 5.

11. SUBSEQUENT EVENTS

The Company has signed a non-binding letter of intent (the "LOI") with PreveCeutical Medical Inc. ("PMI"), whereby the Company will acquire all of the issued and outstanding common shares in the capital of PMI (the "PMI Shares") from the PMI shareholders (the "Selling Shareholders") in exchange for common shares without par value ("Carrara Shares") in the capital of the Company by way of a share exchange or amalgamation or other transaction (the "Transaction"), which will constitute a reverse takeover of the Company by PMI. Upon the closing of the Transaction, PMI will be a wholly-owned subsidiary of the Company and the Selling Shareholders will control a majority of the issued and outstanding voting securities of the Company.

The Company proposes to acquire all of the issued and outstanding common shares of PMI on the basis of one Carrara Share for each PMI Share with the result that, excluding the Private Placement (as defined below) and any other financings that may be carried out by Carrara or PMI, upon the completion of the Consolidation (as defined below) and the closing of the Transaction, the Selling Shareholders will hold approximately 91% (non-diluted basis) of the issued and outstanding common shares in the capital of the Company. The Transaction would also result in the exchange of each option and/or warrant held by PMI option and warrant-holders (if any) with options and/or warrants issued by the Company of like tenor as those of the PMI options and warrants so exchanged.

In conjunction with the Transaction, the Company will undertake a non-brokered private placement (the "Private Placement") of up to 10,000,000 units (the "Units") for minimum gross proceeds of $1 million and maximum gross proceeds of $5 million. Each Unit will be issued at a price of $0.50 per Unit and consist of one additional common share and one transferable common share purchase warrant. Each warrant will entitle the holder thereof to acquire one additional common share at an issue price of $1.00 per share for a period of twelve months from the closing of the Private Placement; provided that in the event that the closing price of the company's shares trading on the CSE is at least $1.50 or more for ten consecutive business days, the Company shall have the option of accelerating the expiration date for the exercise of the warrants by giving at least 14 business days' notice.