



# **ORFORD MINING CORPORATION**

## **CONDENSED INTERIM FINANCIAL STATEMENTS**

Three Months Ended March 31, 2018 and 2017

### **Notice To Reader**

The accompanying unaudited condensed interim financial statements of Orford Mining Corporation have been prepared by and are the responsibility of management and have not been reviewed by the auditors.

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## Interim Balance Sheets

(Expressed in Canadian dollars)

	March 31, 2018	December 31, 2017
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 2,690,511	\$ 3,350,668
Amounts receivable	141,132	149,461
Prepaid expenses	252,203	258,739
Tax credits receivable	135,886	135,886
	3,219,732	3,894,754
<b>Non-current assets</b>		
Property, plant and equipment (note 3)	275,373	294,350
Mineral property interests (note 4)	4,517,283	4,082,804
<b>Total assets</b>	\$ 8,012,388	\$ 8,271,908
<b>Liabilities and Equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 691,573	\$ 1,109,248
<b>Non-current liabilities</b>		
Other Liability	349,358	382,651
Asset retirement obligation	496,253	495,511
Deferred tax liability	505,763	462,314
<b>Total liabilities</b>	2,042,947	2,449,724
<b>Equity</b>		
Share capital (note 5)	18,917,009	18,325,715
Contributed surplus & reserves	3,571,528	3,406,694
Deficit	(16,519,096)	(15,910,225)
<b>Total equity</b>	5,969,441	5,822,184
<b>Total equity and liabilities</b>	\$ 8,012,388	\$ 8,271,908

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

Going concern (note 1)

# Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

Expenses	Three Months Ended March 31,	
	2018	2017
Depreciation	\$ -	\$ 34,267
Exploration and evaluation (note 4)	360,012	233,791
Share-based payments	69,402	-
Professional fees	13,078	23
Management services	116,418	30,472
Public company expenses	6,204	-
Investor relations	19,555	-
Office and general	17,771	3,108
Operating loss	602,440	301,661
Finance and other (income) expense	(3,725)	3,810
Loss before income tax	598,715	305,471
Deferred income tax expense (recovery)	10,156	(34,824)
<b>Loss and comprehensive loss</b>	<b>\$ 608,871</b>	<b>\$ 270,647</b>
<b>Basic and diluted loss per share</b>	<b>\$ 0.01</b>	<b>\$ 0.01</b>
<b>Basic and diluted weighted average number of common shares outstanding</b>	<b>47,455,231</b>	<b>28,000,002</b>

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

## Interim Statements of Cash Flows

(Expressed in Canadian dollars)

	Three Months Ended March 31,	
	2018	2017
<b>OPERATING ACTIVITIES</b>		
Loss for the period	\$ (608,871)	\$ (270,647)
Depreciation expense	-	34,267
Accretion - asset retirement obligations	742	738
Share based payments	69,402	-
Deferred income tax expense	10,156	(5,711)
Changes in non-cash working capital		
Accounts receivable	8,329	(479,383)
Prepaid expenses	6,536	6,805
Tax credits receivable	-	27,569
Accounts payable and accrued liabilities	(87,262)	(115,935)
	<b>(600,968)</b>	<b>(802,297)</b>
<b>INVESTING ACTIVITIES</b>		
Expenditures on mineral property interests	(382,099)	(8,908)
	<b>(382,099)</b>	<b>(8,908)</b>
<b>FINANCING ACTIVITIES</b>		
Share capital, net of issuance costs (note 5)	322,910	-
	<b>322,910</b>	-
Change in cash and cash equivalents	(660,157)	(811,205)
Cash and cash equivalents, beginning of period	3,350,668	839,628
Cash and cash equivalents, end of period	\$ 2,690,511	\$ 28,423
Components of cash and cash equivalents		
Cash	\$ 54,309	\$ 28,423
Cash equivalents	2,636,202	-
	\$ 2,690,511	\$ 28,423
Interest paid	\$ -	\$ -
Interest received	\$ 5,578	\$ 311

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

## Interim Statements of Changes in Equity

(Expressed in Canadian dollars)

	Share Capital		Contributed Surplus	Deficit	Total
	Number	Amount			
<b>Balance as at January 1, 2018</b>	<b>46,148,650</b>	<b>\$ 18,325,715</b>	<b>\$ 3,406,694</b>	<b>\$( 15,910,225)</b>	<b>\$ 5,822,184</b>
Common shares issued	1,294,872	421,794	62,029	-	483,823
Shares issued for consulting services	434,615	169,500	-	-	169,500
Share based payments	-	-	102,805	-	102,805
Net loss and comprehensive loss for the period	-	-	-	(608,871)	(608,871)
<b>Balance as at March 31, 2018</b>	<b>47,878,137</b>	<b>\$ 18,917,009</b>	<b>\$ 3,571,528</b>	<b>\$(16,519,096)</b>	<b>\$ 5,969,441</b>

	Share Capital		Contributed Surplus	Deficit	Total
	Number	Amount			
Balance as at January 1, 2017	28,000,002	\$ 11,046,731	\$ 2,245,672	\$( 9,819,780)	\$ 3,472,623
Net loss and comprehensive loss for the period	-	-	-	(270,647)	(270,647)
Balance as at March 31, 2017	28,000,002	\$ 11,046,731	\$ 2,245,672	\$( 10,090,427)	\$ 3,201,976

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

# Notes to Financial Statements

(Expressed in Canadian dollars)

## 1. NATURE OF OPERATIONS AND GOING CONCERN

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Orford Mining Corporation (the “Corporation” or “Orford”) is a corporation whose registered office is located at 357 Bay Street, Suite 800 Toronto, Ontario, Canada M5H 2T7.

The Corporation is a mineral resource company primarily focused on the acquisition, exploration and evaluation of base and precious metal assets. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration and evaluation programs will result in profitable mining operations. The recoverability of amounts shown for mineral property interests is dependent upon several factors including, but not limited to, the discovery of economically recoverable reserves, confirmation of the Corporation's interest in the underlying mineral claims, obtaining the necessary development permits, and the ability of the Corporation to obtain necessary financing to complete further exploration and evaluation or, alternatively, upon disposition of such property at a profit. Changes in future conditions could require material write downs of the carrying values of mineral property interests and property, plant and equipment.

The accompanying unaudited condensed interim financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

As at March 31, 2018, the Corporation had working capital of \$2,528,159, an accumulated deficit of \$16,519,096 and incurred a loss of \$608,871 for the three months then ended. Working capital included cash and cash equivalents of \$2,690,511. These circumstances indicate the existence of material uncertainties that cast significant doubt upon the Corporation's ability to continue as a going concern and accordingly, the appropriateness of the use of IFRS applicable to a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The Corporation's ability to continue future operations and fund its operations is dependent on management's ability to secure additional financing in the future, which may be completed in a number of ways including, but not limited to, the issuance of equity instruments, expenditure reductions, or a combination of strategic partnerships, joint venture arrangements, royalty financing and other capital markets alternatives. If management is unable to obtain new funding, the Corporation may be unable to continue its operations, and amounts realized for assets might be less than amounts reflected in these financial statements.

## 2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

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### *Statement of Compliance*

These unaudited condensed interim financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The unaudited condensed interim financial statements should be read in conjunction with the Corporation’s audited annual financial statements for the year ended December 31, 2017.

The unaudited condensed interim financial statements were authorized for publication by the Board of Directors on May 28, 2018.

### *Basis of Preparation*

The accounting policies and methods of computation applied in these unaudited condensed interim financial statements are consistent with those of the previous financial year.

The accounting policies applied in the preparation of these unaudited condensed interim financial statements are consistent with those applied and disclosed in the Corporation’s audited annual financial statements for the year ended December 31, 2017, except for the following:

**(i) Share based payments – IFRS 2**

In June 2016, the IASB issued an amendment to IFRS 2 to clarify the measurement for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled. The Corporation adopted IFRS 2 on its mandatory effective date of January 1, 2018. The adoption of the standard did not have an impact on its results of operations; and

**(ii) Financial instruments – IFRS 9**

On January, 1 2018, the Corporation adopted IFRS 9 – Financial Instruments (“IFRS 9”) which replaced IAS 39 – Financial Instruments: Recognition and Measurement. The Corporation adopted the standard using the retrospective approach. IFRS 9 did not impact the Corporation’s classification and measurement of financial assets and liabilities. The following summarizes the significant changes in IFRS 9 compared to the current standard:

This standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset or liability and own credit. The standard introduces a new, expected loss impairment model that will require more timely recognition of expected credit losses. Specifically, the new standard requires entities to account for expected credit losses from when financial instruments are first recognised and it lowers the threshold for recognition of full lifetime expected losses. The new standard also introduces a substantially-reformed model for hedge accounting with enhanced disclosures about risk management activity and aligns hedge accounting more closely with risk management.

As a result of the application of IFRS 9, as described above, the Corporation amended the relevant accounting policy as below:



## Financial Instruments

Non-derivative financial instruments are initially recognized at fair value plus, in the case of a financial asset or financial liability not measured at fair value through profit or loss, directly attributable transaction costs. Measurement in subsequent periods depends on the financial instrument's classification. The Corporation determines the classification of its financial instruments and non-financial derivatives at initial recognition. Financial assets and liabilities are offset and the net amount presented in the balance sheets when, and only when, the Corporation has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The classification of financial assets will result in the financial asset being classified as either: amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVTOCI").

Accounts payable are initially recognised at FVTPL and subsequently accounted for at amortized cost, using the effective interest rate method.

Derivatives are initially recognized at fair value when the Corporation becomes a party to the derivative contract and are subsequently re-measured to fair value at the end of each reporting period. The resulting gain or loss is recognized in the income statements immediately unless the derivative is designated and effective as a hedging instrument. Derivatives with positive fair value are recognized as assets; derivatives with negative fair value are recognized as liabilities. Contracts to buy or sell non-financial items that meet the definition of a derivative but were entered into and are held in accordance with the Corporation's expected purchase, sale or usage requirements are not recognized as derivatives. Such contracts would be recorded as non-derivative purchases and sales.

For financial liabilities, the Corporation considers whether a contract contains an embedded derivative when it becomes a party to the contract. Derivatives embedded in financial liabilities are treated as separate derivatives if their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

The fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's-length transaction.

Fair values of financial instruments traded in active markets are determined based on quoted market prices, where available. For financial instruments not traded in an active market, fair values are determined based on appropriate valuation techniques. Such techniques may include discounted cash flow analysis, using recent arm's-length market transactions, reference to the current fair value of another instrument that is substantially the same, and other valuation models. The Corporation applies a hierarchy to classify valuation methods used to measure financial instruments carried at fair value. Levels 1 to 3 are defined based on the degree to which fair value inputs are observable and have a significant effect on the recorded fair value, as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;  
 Level 2: Valuation techniques use significant observable inputs, directly or indirectly, or valuations are based on quoted prices for similar instruments; and;  
 Level 3: Valuation techniques use significant inputs that are not based on observable market data (unobservable inputs).

*Recent accounting pronouncements not yet adopted*

IFRS 16 – Leases

In January 2016, the IASB issued IFRS 16, Leases. The objective of IFRS 16 is to bring all leases on-balance sheet for lessees. IFRS 16 requires lessees to recognize a "right of use" asset and a lease liability calculated using a prescribed methodology. The mandatory effective date of IFRS 16 is for annual periods beginning on or after January 1, 2019. Early adoption is permitted. The Corporation is currently evaluating the impact of adopting IFRS 16 in its financial statements.

**3. PROPERTY, PLANT AND EQUIPMENT**

	<b>Camp and Field Costs</b>
Balance as at December 31, 2017	\$ 294,350
Depreciation expense capitalized to mineral properties interest	(18,977)
<b>Balance as at March 31, 2018</b>	<b>\$ 275,373</b>
<b>At March 31, 2018</b>	
Cost	\$ 938,411
Accumulated depreciation	(663,038)
<b>Net book value</b>	<b>\$ 275,373</b>
At December 31, 2017	
Cost	\$ 938,411
Accumulated depreciation	(644,061)
<b>Net book value</b>	<b>\$ 294,350</b>

#### 4. MINERAL PROPERTY INTERESTS AND EXPLORATION AND EVALUATION EXPENDITURES

The following table summarizes capitalized costs in respect of properties which have filed a 43-101 compliant technical report:

	West Raglan	Qiqavik	Total
<b>Balance as at December 31, 2017</b>	\$ 3,812,497	\$ 270,307	\$ 4,082,804
Environment, community & permitting	-	18,500	18,500
Exploration	-	252,024	252,024
Property acquisition & maintenance	96,903	14,672	111,575
Share-based payments	-	33,403	33,403
Depreciation	-	18,977	18,977
<b>Balance as at March 31, 2018</b>	<b>\$ 3,909,400</b>	<b>\$ 607,883</b>	<b>\$ 4,517,283</b>

A 43-101 technical report was filed for the Qiqavik property on September 14, 2017. The option agreement to earn an interest in the Carolina properties was signed on March 6, 2017. The following tables summarize expenses in respect of properties prior to filing a 43-101 compliant technical report:

For the three months ended March 31, 2018	Qiqavik	Carolina
Exploration	\$ -	\$ 281,946
Property acquisition & maintenance	-	78,066
<b>Exploration and evaluation expenses</b>	<b>\$ -</b>	<b>\$ 360,012</b>

For the three months ended March 31, 2017	Qiqavik	Carolina
Environment, community & permitting	\$ 12,920	\$ -
Exploration	177,991	-
Property acquisition & maintenance	29,700	-
Quebec refundable tax credits	13,180	-
<b>Exploration and evaluation expenses</b>	<b>\$ 233,791</b>	<b>\$ -</b>

#### 5. SHARE CAPITAL

##### Authorized

Unlimited number of common shares with no par value, voting.

##### Issued and outstanding

As at March 31, 2018, 47,878,137 common shares were issued and outstanding.

On January 24, 2018, the Corporation issued 1,294,872 units at a price of \$0.39 per unit for gross proceeds of \$505,000. The units were comprised of one common share and one half common share purchase warrant with a two-year term and a strike price of \$0.60 per common share with an accelerator if at or greater than \$1.00 for greater than twenty trading days. The common share component was recorded at a value of \$0.34 per common share being the trading value on the date the shares were issued for a total of \$440,256. The value of the warrants was deemed to be the residual amount of \$64,744. A total of \$21,177 in transaction costs were incurred in connection with this private

placement which was prorated between the common share and warrant components on a pro rata basis.

During the three months ended March 31, 2018, share issue costs totalling \$160,913 were paid in respect of accrued costs as at December 31, 2017 in respect of 2017 transactions.

## 6. RELATED PARTY TRANSACTIONS

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During the three months ended March 31, 2018 and 2017, the Corporation had the following related party transactions with Royal Nickel Corporation (“RNC”), its parent company, and Dundee Resources Ltd. (“Dundee”), an entity with significant influence:

	For the three months ended March 31, 2018		For the three months ended March 31, 2017	
	Exploration and Evaluation Expenses	Management Services	Exploration and Evaluation Expenses	Management Services
RNC	\$ 122,496	\$ 74,418	\$ 107,175	\$ 15,472
Dundee	-	42,000	-	15,000
Total	\$ 122,496	\$ 116,418	\$ 107,175	\$ 30,472

As at March 31, 2018, \$58,359 was receivable from RNC (December 31, 2017 – amount payable of \$6,579) and were included in accounts receivable. As at March 31, 2018, \$74,968 was due to Dundee (December 31, 2017 - \$32,968) and was included in accounts payable and accruals.

## 7. SEGMENTED INFORMATION

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The Corporation operates in one reportable business segment being the exploration and evaluation of mineral properties.