

**MINNOVA CORP.  
CONDENSED INTERIM  
FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED**

**DECEMBER 31, 2016 AND 2015**

**(UNAUDITED)**

(Expressed in Canadian Dollars)

**NOTICE TO READER**

The accompanying unaudited condensed interim financial statements of Minnova Corp. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements as at and for the three and nine months ended December 31, 2016, have not been reviewed by the Company's auditors.

**MINNOVA CORP.**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(UNAUDITED)  
(Expressed in Canadian Dollars)

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	December 31, 2016	March 31, 2016
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 2,572,471	\$ 316,939
Amounts receivable	122,313	121,840
Prepaid expenses	894,262	66,462
<b>TOTAL CURRENT ASSETS</b>	<b><u>3,589,046</u></b>	<b><u>505,241</u></b>
<b>NON-CURRENT ASSETS</b>		
Restricted cash equivalents (Note 3)	75,000	75,000
Equipment (Note 4)	249,369	259,085
Exploration properties and deferred exploration expenditures (Note 5)	14,381,265	14,297,145
<b>TOTAL NON-CURRENT ASSETS</b>	<b><u>14,705,634</u></b>	<b><u>14,631,230</u></b>
<b>TOTAL ASSETS</b>	<b><u>\$ 18,294,680</u></b>	<b><u>\$ 15,136,471</u></b>
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities (Notes 6 and 12)	\$ 1,093,707	\$ 2,156,191
Hydro contract accrual	277,533	277,533
Flow-through premium liability (Notes 9(b)(vii) and 14)	636,222	67,318
Debentures (Note 7)	-	1,526,165
<b>TOTAL CURRENT LIABILITIES</b>	<b><u>2,007,462</u></b>	<b><u>4,027,207</u></b>
<b>NON-CURRENT LIABILITIES</b>		
Provision for closure and reclamation (Note 8)	3,032,036	3,373,948
<b>TOTAL LIABILITIES</b>	<b><u>5,039,498</u></b>	<b><u>7,401,155</u></b>
<b>EQUITY</b>		
Share capital (Note 9(b))	19,942,877	14,782,747
Share-based payment reserves (Note 10)	2,614,954	1,267,291
Deficit	(9,302,649)	(8,314,722)
<b>TOTAL EQUITY</b>	<b><u>13,255,182</u></b>	<b><u>7,735,316</u></b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b><u>\$ 18,294,680</u></b>	<b><u>\$ 15,136,471</u></b>
<b>NATURE OF OPERATIONS AND GOING CONCERN (Note 1)</b>		
<b>COMMITMENTS AND CONTINGENCIES (Notes 3, 5, 8,13 and 14)</b>		
<b>SUBSEQUENT EVENTS (Note 15)</b>		

See accompanying notes to the unaudited condensed interim financial statements

**MINNOVA CORP.**

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**CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

(UNAUDITED)

(Expressed in Canadian Dollars)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2016	2015	2016	2015
<b>EXPENSES</b>				
(Gain) loss on debt settlement				
with shares (Notes 7 and 9(b)(viii)(ix))	\$ (131,472)	\$ -	\$ 1,033,654	\$ -
Stock-based payments (Note 10(a)(i))	-	-	217,316	-
General and administrative (Note 11)	54,609	24,210	124,674	67,184
Management and directors' compensation (Note 12(b))	32,000	47,000	96,000	141,000
Professional and consulting fees (Note 12(a))	20,579	26,584	119,941	89,176
Amortization (Note 4)	<u>3,239</u>	<u>3,409</u>	<u>9,716</u>	<u>10,227</u>
<b>LOSS BEFORE BELOW ITEMS</b>	<b><u>21,045</u></b>	<b><u>(101,203)</u></b>	<b><u>(1,601,301)</u></b>	<b><u>(307,587)</u></b>
Reversal of flow-through premium liability	46,728	-	93,036	-
Gain on write-off of accounts payable (Note 6)	70,199	-	598,296	-
Finance cost (Notes 7 and 8)	<u>(22,981)</u>	<u>(48,706)</u>	<u>(77,958)</u>	<u>(149,694)</u>
<b>NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD</b>	<b><u>\$ 114,991</u></b>	<b><u>\$ (149,909)</u></b>	<b><u>\$ (987,927)</u></b>	<b><u>\$ (457,281)</u></b>
Net income (loss) per common share - basic and diluted	\$ 0.00	\$ (0.01)	\$ (0.04)	\$ (0.03)
Weighted average number of shares outstanding				
- basic and diluted	25,581,353	16,466,259	22,260,001	15,775,507

See accompanying notes to the unaudited condensed interim financial statements

**MINNOVA CORP.**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
(UNAUDITED)  
(Expressed in Canadian Dollars)

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	<b>Nine Months Ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (987,927)	\$ (457,281)
Items not involving cash:		
Amortization	9,716	10,227
Accretion of provision for closure and reclamation	31,898	40,189
Loss on debt settlement with shares	1,033,654	-
Gain on write-off of accounts payable	(598,296)	-
Reversal of flow-through premium liability	(93,036)	-
Interest expense	37,449	109,505
Stock-based payments	217,316	-
	<u>(349,226)</u>	<u>(297,360)</u>
Changes in non-cash working capital balances:		
(Increase) decrease in amounts receivable	(473)	37,960
Increase in prepaid expenses	(827,800)	(89,298)
Increase in accounts payable and accrued liabilities	98,225	96,758
	<u>(730,048)</u>	<u>45,420</u>
<b>Cash flows used in operating activities</b>	<b><u>(1,079,274)</u></b>	<b><u>(251,940)</u></b>
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		
Increase in exploration properties and deferred exploration expenditures	(432,564)	(9,129)
Repayment of interest on debentures	(391,544)	(39,953)
<b>Cash flows used in investing activities</b>	<b><u>(824,108)</u></b>	<b><u>(49,082)</u></b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from private placements	4,471,125	823,809
Share issue costs	(329,476)	(58,099)
Proceeds from exercise of broker warrants	17,265	-
<b>Cash flows from financing activities</b>	<b><u>4,158,914</u></b>	<b><u>765,710</u></b>
Increase in cash and cash equivalents	2,255,532	464,688
Cash and cash equivalents, beginning of period	316,939	79,819
<b>Cash and cash equivalents, end of period</b>	<b><u>\$ 2,572,471</u></b>	<b><u>\$ 544,507</u></b>
<b>Supplemental Information:</b>		
Cash, end of period	\$ 2,572,471	\$ 544,507
Cash equivalents, end of period	-	-
<b>Cash and cash equivalents, end of period</b>	<b><u>\$ 2,572,471</u></b>	<b><u>\$ 544,507</u></b>
Interest paid	\$ (391,544)	\$ (39,953)
Change in accrued property expenditures	\$ (25,365)	\$ (162,565)

See accompanying notes to the unaudited condensed interim financial statements

**MINNOVA CORP.****CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

(UNAUDITED)

(Expressed in Canadian Dollars)

	<u>Share Capital</u>		<u>Share-based Payment Reserves</u>			<u>Total</u>
	<u>Number</u>	<u>Amount</u>	<u>Stock options</u>	<u>Share purchase warrant reserve</u>	<u>Deficit</u>	
<b>Balance, March 31, 2015</b>	<b>15,428,253</b>	<b>\$ 14,105,280</b>	<b>\$ 854,017</b>	<b>\$ 339,000</b>	<b>\$ (7,714,241)</b>	<b>\$ 7,584,056</b>
Common shares, warrants and broker warrants issued in private placements (Note 9 (i)(ii)(iii)(iv))	2,688,900	774,778	-	73,417	-	848,195
Stock options expired	-	-	(106,350)	-	106,350	-
Loss for the period	-	-	-	-	(457,281)	(457,281)
<b>Balance, December 31, 2015</b>	<b><u>18,117,153</u></b>	<b><u>\$ 14,880,058</u></b>	<b><u>\$ 747,667</u></b>	<b><u>\$ 412,417</u></b>	<b><u>\$ (8,065,172)</u></b>	<b><u>\$ 7,974,970</u></b>
<b>Balance, March 31, 2016</b>	<b>18,117,153</b>	<b>\$ 14,782,747</b>	<b>\$ 854,874</b>	<b>\$ 412,417</b>	<b>\$ (8,314,722)</b>	<b>\$ 7,735,316</b>
Flow-through common shares and warrants issued in private placements (note 9 (v)(vi))	3,309,700	2,204,289	-	608,956	-	2,813,245
Common shares and warrants issued in private placements (Note 9 (v)(vi))	2,550,585	1,301,642	-	356,238	-	1,657,880
Broker and finder warrants issued in private placements (Note 9 (v)(vi))	-	(176,989)	-	176,989	-	-
Premium liability for flow-through shares (Note 9(vii))	-	(661,940)	-	-	-	(661,940)
Common shares issued for settlement of debt (Note 9(viii)(ix))	4,326,264	2,794,253	-	-	-	2,794,253
Common shares issued upon exercise of broker warrants	43,500	17,265	-	-	-	17,265
Reclassification of fair value of broker warrants	-	11,836	-	(11,836)	-	-
Transaction costs (Note 9(v)(vi))	-	(330,226)	-	-	-	(330,226)
Stock-based payments	-	-	217,316	-	-	217,316
Loss for the period	-	-	-	-	(987,927)	(987,927)
<b>Balance, December 31, 2016</b>	<b><u>28,347,202</u></b>	<b><u>\$ 19,942,877</u></b>	<b><u>\$ 1,072,190</u></b>	<b><u>\$ 1,542,764</u></b>	<b><u>\$ (9,302,649)</u></b>	<b><u>\$ 13,255,182</u></b>

See accompanying notes to the unaudited condensed interim financial statements

## **1. NATURE OF OPERATIONS AND GOING CONCERN**

Minnova Corp. (the "Company") was a public company incorporated on July 19, 1994 pursuant to the laws of the Companies Act of Barbados. Since the Company's management and the principal office of the Company are located in Toronto, Ontario, a continuance (the "Continuance") of the Company from the laws of Barbados to the laws of the Province of Ontario was filed on April 21, 2010. As a result of the Continuance, the corporate legislation that governs the Company ceased to be the Barbados Act and the Company is now governed by the Business Corporations Act (Ontario). The registered office of the Company is located at 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1. On June 26, 2014, the Company changed its name to "Minnova Corp." and commenced trading on the Toronto Stock Venture Exchange ("TSX-V") on June 27, 2014 under the new symbol "MCI".

The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In order for the Company to carry out its exploration activities, the Company is required to hold certain permits. There is no assurance that the Company's existing permits will be renewed or that new permits that have been or will be applied for will be granted.

Major expenditures are required to locate and establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The recoverability of valuations assigned to exploration properties and deferred exploration expenditures is dependent upon discovery of economically recoverable reserves, the ability to obtain necessary financing to complete development and future profitable production or proceeds from disposition.

Although the Company has taken steps to verify title to exploration properties in which it has an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to other licensing requirements or regulations, social licensing requirements unregistered prior agreements, unregistered claims, aboriginal land claims and non-compliance with regulatory requirements.

In order to meet future expenditures and cover administrative costs, the Company will need to raise additional financing. The Company has a working capital of \$1,581,584 and a deficit of \$9,302,649 as at December 31, 2016 and will require additional financing to fund its continuing exploration efforts. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms acceptable to the Company. These unaudited condensed interim financial statements have been prepared on a going concern basis that assumes the Company will be able to continue to realize its assets and discharge its liabilities in the normal course of business. In the event the Company is not able to obtain adequate funding, there is uncertainty as to whether the Company will be able to maintain its property interests. These unaudited condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing. Such adjustments could be material. Changes in future conditions could require material write downs of the carrying values of certain assets.

## **2. BASIS OF PREPARATION**

### **Statement of Compliance:**

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The accounting policies applied in these unaudited condensed interim financial statements are based on IFRS issued and outstanding as at February 28, 2017, the date the Board of Directors approved these unaudited condensed interim financial statements for issue. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended March 31, 2016. Any subsequent changes to IFRS that are issued and effective as at March 31, 2017 could result in a restatement of these unaudited condensed interim financial statements.

### **Change in Accounting Policies:**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after March 31, 2016. The following new standards have been adopted:

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. At April 1, 2016, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

### **Recent Accounting Pronouncements:**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after April 1, 2016 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 12 – Income Taxes ("IAS 12") was amended in January 2016 to clarify that, among other things, unrealized losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument's holder expects to recover the carrying amount of the debt instrument by sale or by use; the carrying amount of an asset does not limit the estimation of probable future taxable profits; and estimates for future taxable profits exclude tax deduction resulting from the reversal of deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted.

### 3. RESTRICTED CASH EQUIVALENTS

The Company has guaranteed by pledge of a guaranteed investment certificate an irrevocable standby letter of credit for \$75,000 to the Government of Manitoba as a financial assurance guarantee in connection with the PL Property closure plan (see Note 8).

### 4. EQUIPMENT

#### Cost

	Buildings
<b>Balance, March 31, 2016 and December 31, 2016</b>	<b>\$ 305,096</b>

#### Accumulated Amortization

	Buildings
<b>Balance, March 31, 2016</b>	<b>\$ 46,011</b>
Amortization for the period	9,716
<b>Balance, December 31, 2016</b>	<b>\$ 55,727</b>

#### Carrying Amount

	Buildings
<b>Balance, March 31, 2016</b>	<b>\$ 259,085</b>
<b>Balance, December 31, 2016</b>	<b>\$ 249,369</b>

During the three and nine months ended December 31, 2016, the Company expensed \$3,239 and \$9,716, respectively, in amortization to the unaudited condensed interim statement of operations and comprehensive income (loss) (2015 - \$3,409 and \$10,227, respectively).



## 5. EXPLORATION PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES

As at December 31, 2016

	March 31, 2016	Additions (Recovery)	Changes for closure and reclamation	December 31, 2016
<i>Exploration and Evaluation Properties</i>				
Nokomis Property	\$ 2,556,993	\$ 124,624	\$ -	\$ 2,681,617
PL Property	11,740,152	(86,437)	45,933	11,699,648
	<b>\$ 14,297,145</b>	<b>\$ 38,187</b>	<b>\$ 45,933</b>	<b>\$ 14,381,265</b>

As at March 31, 2016

	March 31, 2015	Additions	Changes for closure and reclamation	March 31, 2016
<i>Exploration and Evaluation Properties</i>				
Nokomis Property	\$ 2,487,993	\$ 69,000	\$ -	\$ 2,556,993
PL Property	11,907,013	230,121	(396,982)	11,740,152
	<b>\$ 14,395,006</b>	<b>\$ 299,121</b>	<b>\$ (396,982)</b>	<b>\$ 14,297,145</b>

### Maverick Properties (Nokomis and PL)

The Company owns a 100% interest in the Nokomis and PL properties, located in Manitoba, subject to a 3% net smelter royalty (NSR) that reduces to 2.5% and 2% if gold is below US\$1,000/oz and US\$750/oz, respectively.

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## 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2016	March 31, 2016
Trade payables	\$ 539,257	\$ 1,618,656
Accrued and payroll liabilities	554,451	537,535
<b>Total</b>	<b>\$ 1,093,708</b>	<b>\$ 2,156,191</b>

The following is an aged analysis of the accounts payable and accrued liabilities:

	December 31, 2016	March 31, 2016
Less than 1 month	\$ 254,375	\$ 582,657
1 to 3 months	76,027	83,249
Over 3 months	763,306	1,490,285
<b>Total</b>	<b>\$ 1,093,708</b>	<b>\$ 2,156,191</b>

During the three and nine months ended December 31, 2016, the Company wrote off 70,199 and \$598,296, respectively of accounts payable which had been recorded as gain on write-off of accounts payable in the unaudited condensed interim condensed interim statements of operations and comprehensive income (loss).

## 7. DEBENTURES

On August 27, 2012, the Company completed a \$900,000 non-brokered private placement debenture financing with private arm's length individuals. The debenture is unsecured, yields 10% and was due on August 21, 2013 (the debenture has not been repaid). The holders of the debenture received 65,250 common shares and the value of these shares was \$123,972. The value of the 65,250 shares was calculated by applying the market price of the shares at the time of issue.

On February 1, 2013, the Company completed a private placement of 250 units raising proceeds of \$250,000. The units are comprised of an unsecured debenture with a one year term in the principal amount of \$1,000, bearing a coupon of 10%, payable monthly and 333 common shares of the Company. The holders of the debenture received 83,325 common shares and the value of these shares was \$49,995. The value of the 83,325 shares was calculated by applying the market price of the shares at the time of issue.

On September 10, 2014, lenders extended the maturities of the two debentures to March 31, 2015 and on June 5, 2015, lenders extended the maturities of the two debentures further to March 31, 2016. On May 25, 2016, the Company settled \$1,150,000 of the principal by issuing an aggregate of 3,285,714 common shares and recorded a loss of \$805,385 which was included in the loss on debt settlement of \$861,473 in note 9 (b)(viii). During the three and nine months ended December 31, 2016, \$nil and \$37,449 interest, respectively were accrued. During the three and nine months ended December 31, 2016, the Company repaid the outstanding \$391,544 interest on the debentures and recorded a gain of \$22,027 on settlement of debt.

## 8. PROVISION FOR CLOSURE AND RECLAMATION

The Company has provided a letter of credit in the amount of \$75,000 to the Government of Manitoba under the terms of the closure plan on the PL Property (see Note 3). The Company further provided all assets, goods and personal property involved in the operation of the PL Property, as a security of up to \$5,000,000 for the performance of the closure plan and the rehabilitation program.

The Company's provision for closure and reclamation costs is based on management's estimates of costs to abandon and reclaim mineral properties and facilities as well as an estimate of the future timing of the costs to be incurred. The Company has estimated its total provision for closure and reclamation to be \$3,032,036 at December 31, 2016, based on a total future liability of approximately \$3,073,160 (March 31, 2016 - \$3,073,160), an inflation rate of 1.6% (March 31, 2016 - 2.1%) and a discount rate of 1.72% (March 31, 2016 - 1.23%). Reclamation is expected to occur in approximately 11 years.

The following is an analysis of the provision for closure and reclamation:

<b>Balance, March 31, 2016</b>	<b>\$ 3,373,948</b>
Effect of changes in the inflation and discount rate	(373,810)
Accretion incurred in the period	31,898
<b>Balance, December 31, 2016</b>	<b>\$ 3,032,036</b>

During the three and nine months ended December 31, 2016, the Company expensed \$14,370 and \$31,898, respectively, as accretion which was recorded in finance cost on the unaudited condensed interim statements of operations and comprehensive income (loss) (three and nine months ended December 31, 2015 - \$12,204 and \$40,189, respectively).

## 9. SHARE CAPITAL

### (a) Authorized:

Unlimited number of common shares with no par value.

### (b) Common Shares Issued:

	<b>Number of Shares</b>	<b>Amount</b>
<b>Balance, March 31, 2015</b>	<b>15,428,253</b>	<b>\$ 14,105,280</b>
Common shares issued in private placements (i)(ii)(iii)(iv)	2,688,900	911,559
Valuation of warrants (i)(ii)	-	(38,278)
Valuation of broker warrants (i)(iii)(iv)	-	(35,139)
Transaction costs (i)(ii)(iii)(iv)	-	(63,364)
<b>Balance, December 31, 2015</b>	<b>18,117,153</b>	<b>\$ 14,880,058</b>

**9. SHARE CAPITAL (Continued)**

**(b) Common Shares Issued (Continued):**

	<b>Number of Shares</b>	<b>Amount</b>
<b>Balance, March 31, 2016</b>	<b>18,117,153</b>	<b>\$ 14,782,747</b>
Flow-through common shares issued in private placements (v)(vi)	3,309,700	2,204,289
Common shares issued in private placements (v)(vi)	2,550,585	1,301,642
Broker and finder warrants issued in private placements (v)(vi)	-	(176,989)
Premium liability for flow-through shares (vii)	-	(661,940)
Common shares issued for settlement of debt (viii)(ix)	4,326,264	2,794,253
Common shares issued upon exercise of broker warrants	43,500	17,265
Reclassification of fair value of broker warrants	-	11,836
Transaction costs (v)(vi)	-	(330,226)
<b>Balance, December 31, 2016</b>	<b>28,347,202</b>	<b>\$ 19,942,877</b>

(i) On October 29, 2015, the Company closed Tranche 1 of a non-brokered private placement (the "Offering") with the issuance of 500,000 flow-through common shares of the Company at a price of \$0.31 per flow-through share for gross proceeds of \$155,000. The Company issued 30,000 broker warrants related to these flow-through shares with each exercisable at \$0.40 per common share for a period of two years. The grant date fair value assigned to these broker warrants was \$7,774, estimated using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 165%, risk-free interest rate of 0.57% and an expected life of 2 years. The Company incurred transaction costs of \$12,305 for the flow-through shares issued in Tranche 1. A director of the Company subscribed for 100,000 shares for proceeds of \$31,000.

In addition, 161,300 common share units were issued at a price of \$0.31 per common share unit for gross proceeds of \$50,003. The common share units consisted of 161,300 common shares and 80,650 warrants entitling the holder to purchase one common share at the exercise price of \$0.40 for a term of 2 years from the closing date of the Offering. The grant date fair value assigned to these warrants was \$13,549, estimated using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 165%, risk-free interest rate of 0.57% and an expected life of 2 years. The Company incurred transaction costs of \$971 for the common share units issued in Tranche 1 of which \$262 was allocated to the warrants and the rest was allocated to the common shares.

(ii) On November 5, 2015, the Company closed Tranche 2 of the Offering with the issuance of 322,600 common share units at a price of \$0.31 per common share unit for gross proceeds of \$100,006. The common share units consisted of 322,600 common shares and 161,300 warrants entitling the holder to purchase one common share at the exercise price of \$0.40 for a term of 2 years from the closing date of the Offering. The grant date fair value assigned to these warrants was \$25,485, estimated using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 147%, risk-free interest rate of 0.62% and an expected life of 2 years. The Company incurred transaction costs of \$1,939 for the common share units issued in Tranche 2 of which \$494 was allocated to the warrants and the rest was allocated to the common shares.

## **9. SHARE CAPITAL (Continued)**

### **(b) Common Shares Issued (Continued):**

(iii) On November 12, 2015, the Company closed Tranche 3 of the Offering with the issuance of 730,000 flow-through shares of the Company at an issue price of \$0.31 per flow-through share for gross proceeds of \$226,300. The Company issued 43,800 broker warrants related to these flow-through shares with each exercisable at \$0.40 per common share for a period of two years. The grant date fair value assigned to these broker warrants was \$9,762, estimated using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 141%, risk-free interest rate of 0.64% and an expected life of 2 years. The Company incurred transaction costs of \$17,965 for the flow-through shares issued in Tranche 3.

(iv) On December 31, 2015, the Company closed a non-brokered private placement of the Offering with the issuance of 975,000 flow-through shares of the Company at an issue price of \$0.39 per flow-through share for gross proceeds of \$380,250. The Company issued 58,500 broker warrants related to these flow-through shares with each exercisable at \$0.39 per common share for a period of two years. The grant date fair value assigned to these broker warrants was \$17,603, estimated using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 120%, risk-free interest rate of 0.48% and an expected life of 2 years. The Company incurred transaction costs of \$30,184 for the flow-through shares issued in Tranche 4.

(v) On November 4, 2016, the Company closed the first tranche of its brokered (the "Brokered Offering") and non-brokered (the "Non-Brokered Offering") private placement raising gross proceeds of \$3,334,750.

Pursuant to the Brokered Offering co-led by Mackie Research Capital Corporation and Industrial Alliance Securities Inc. (together, the "Agents"), the Company issued 71,000 flow-through units (each, a "Flow-Through Unit") at a price of \$0.85 per Flow-Through Unit for gross proceeds of \$60,350 and 966,200 units (each, a "Unit") at a price of \$0.65 per Unit for gross proceeds of \$628,030.

Each Flow-Through Unit consists of one common share of the Company (each, a "Common Share") issued on a flow-through basis and one-half of a Common Share purchase warrant (each, a "Warrant"). Each whole Warrant shall entitle the holder to purchase one Common Share at an exercise price of \$0.85 until May 4, 2019. Each Unit consists of one Common Share and one-half of one Warrant.

Pursuant to the Non-Brokered Offering, the Company raised 2,612,200 Flow-Through Units at a price of \$0.85 per Flow-Through Unit for gross proceeds of \$2,220,370 and 655,385 Units at a price of \$0.65 per Unit for gross proceeds of \$426,000. The Brokered Offering and the Non-Brokered Offering are collectively referred to as the "Offering".

The Company incurred \$218,593 transaction costs related to the first tranche of the Brokered and Non-brokered Offerings of which \$167,717 was allocated to share capital and \$50,876 was allocated to the Warrants.

## **9. SHARE CAPITAL (Continued)**

### **(b) Common Shares Issued (Continued):**

(v) (continued) The grant date fair value assigned to the Warrants issued in the first tranche of the Brokered and Non-Brokered Offering was estimated to be \$725,257 including the transaction costs allocated to the Warrants, using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 111%, risk-free interest rate of 0.52% and an expected life of 2.5 years.

In consideration for their services in connection with the Brokered Offering, the Agents were issued 62,232 broker warrants (the "Brokered Warrants"). Each Brokered Warrants is exercisable for one Unit at a price of \$0.65 per Unit until May 4, 2019.

In connection with the Non-Brokered Offering, certain eligible finders were issued an aggregate of 196,055 finder warrants (the "Finder Warrants"). Each Finder Warrant is exercisable for one Unit at a price of \$0.65 per Unit until May 4, 2019.

The grant date fair value assigned to the Brokered Warrants and Finder Warrants issued was estimated to be \$132,050, using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 111%, risk-free interest rate of 0.52% and an expected life of 2.5 years.

(vi) On December 2, 2016, the Company closed the second and final tranche of its Brokered Offering and Non-Brokered Offering private placement raising gross proceeds of \$1,136,375.

Pursuant to the second tranche of the Brokered Offering co-led by the Agents, the Company issued 626,500 Flow-Through Unit at a price of \$0.85 per Flow-Through Unit for gross proceeds of \$532,525 and 774,000 Units at a price of \$0.65 per Unit for gross proceeds of \$503,100.

Each Flow-Through Unit consists of a Common Share issued on a flow-through basis and one-half of a Warrant. Each whole Warrant shall entitle the holder to purchase one Common Share at an exercise price of \$0.85 until June 2, 2019. Each Unit consists of one Common Share and one-half of one Warrant.

Pursuant to the second tranche of the Non-Brokered Offering, the Company issued 155,000 Units at a price of \$0.65 per Unit for gross proceeds of \$100,750.

The Company incurred \$110,884 transaction costs related to the second tranche of the Brokered and Non-brokered Offerings of which \$84,940 was allocated to share capital and \$25,944 was allocated to the Warrants.

The grant date fair value assigned to the Warrants issued in the second tranch of the Brokered and Non-Brokered Offering was estimated to be \$239,937 including the transaction costs allocated to the Warrants, using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 110%, risk-free interest rate of 0.73% and an expected life of 2.5 years.

In consideration for their services in connection with the second tranche of the Brokered Offering, the Agents were issued 84,030 Brokered Warrants. Each Brokered Warrants is exercisable for one Unit at a price of \$0.65 per Unit until June 2, 2019.

The grant date fair value assigned to the second tranche of the Brokered Warrants issued was estimated to be \$44,939, using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 110%, risk-free interest rate of 0.73% and an expected life of 2.5 years.

## **9. SHARE CAPITAL (Continued)**

### **(b) Common Shares Issued (Continued):**

(vii) In connection with the issuances of Flow-Through shares, a flow-through premium of \$661,940 was calculated. This amount has been presented as a current liability in the unaudited condensed interim statements of financial position. During the three and nine months ended December 31, 2016, \$25,718 of the flow-through premium was reversed as expenditure requirements were met and recognized in the condensed interim statements of operations and comprehensive income (loss).

(viii) On May 25, 2016, the Company settled with arm's-length and non-arm's length debt holders \$1,230,086 of debt by issuing common shares. Of this amount, \$1,150,000 relates to the principal amount of unsecured debentures by issuing an aggregate of 3,285,915 common shares and the balance of \$80,086 of the indebtedness relates to the provision of director fees for an aggregate of 200,016 common shares. The common shares issued were recorded at \$0.60 per share based on the stock price of the Company on May 25, 2016, the date the common shares were issued. This resulted a loss on settlement of debt of \$861,473 which was recorded in the unaudited condensed interim statements of operations and comprehensive income (loss) for the nine months ended December 31, 2016.

On November 4, 2016, the Company settled with arm's-length and non-arm's length debt holders \$238,529 of debt by issuing 165,549 common shares. The common shares issued were recorded at \$0.78 per share based on the stock price of the Company on November 4, 2016, the date the common shares were issued. This resulted a gain on settlement of debt of \$109,401 which was recorded in the unaudited condensed interim statements of operations and comprehensive income (loss) for the three and nine months ended December 31, 2016.

(ix) On September 21, 2016, the Company settled \$269,913 management consulting fees by issuing 674,784 common shares. The common shares issued were recorded at \$0.85 per share based on the stock price of the Company on September 21, 2016, the date the common shares were issued. This resulted a loss on settlement of debt of \$303,653 which was recorded in the unaudited condensed interim statements of operations and comprehensive income (loss) for the nine months ended December 31, 2016.

## 10. SHARE-BASED PAYMENT RESERVES

### (a) Stock Options

The Company has granted options for the purchase of common shares to its directors, officers, employees and certain consultants. The purpose of the plan is to attract, retain and motivate these parties by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and to benefit from its growth. These options are valid for a maximum of 5 years from the date of issue. Vesting terms and conditions are determined by the Board of Directors at the time of the grant. The maximum number of options to be issued under the plan shall not exceed 10% of the total number of common shares issued and outstanding.

The following table shows the continuity of stock options for the periods ended December 31, 2016 and 2015:

	Number of Stock Options	Weighted Average Exercise Price
<b>Balance, March 31, 2015</b>	<b>1,527,500</b>	<b>\$ 0.65</b>
Expired	(47,500)	2.98
<b>Balance, December 31, 2015</b>	<b>1,480,000</b>	<b>\$ 0.57</b>
<b>Balance, March 31, 2016</b>	<b>1,780,000</b>	<b>\$ 0.53</b>
Granted (i)	300,000	0.75
<b>Balance, December 31, 2016</b>	<b>2,080,000</b>	<b>\$ 0.57</b>

(i) On July 25, 2016, the Company granted an aggregate of 300,000 options to purchase common shares of the Company exercisable at a price of \$0.75 per common share for a period of 5 years, to certain directors, officers, employees and consultants. The grant date fair value of \$217,316 was assigned to the stock options as estimated by using the Black-Scholes option valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 238.35% based on historical prices of the Company's stock, risk-free rate of return of 0.62% and an expected life of 5 years. These stock options vested immediately upon grant. During the three and nine months ended December 31, 2016, share-based payment of \$nil and \$217,316, respectively, were recorded in the unaudited condensed interim statement of operations and comprehensive income (loss) related to these options.

The following are the stock options outstanding at December 31, 2016:

Number of Options Issued	Grant Date Fair Value (\$)	Number of Options Exercisable	Weighted Average Exercise Price (\$)	Weighted Average Remaining Contractual Life (years)	Expiry Date
125,000	225,000	125,000	2.50	0.66	August 29, 2017
600,000	223,154	600,000	0.38	2.07	January 27, 2019
30,000	11,905	30,000	0.45	2.29	April 17, 2019
725,000	287,608	725,000	0.40	2.74	September 26, 2019
300,000	107,207	300,000	0.36	4.17	March 1, 2021
300,000	217,316	300,000	0.75	4.57	July 25, 2021
<b>2,080,000</b>	<b>1,072,190</b>	<b>2,080,000</b>	<b>0.57</b>	<b>2.88</b>	

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**10. SHARE-BASED PAYMENT RESERVES (Continued)**

**(b) Share Purchase Warrants**

The following table shows the continuity of share purchase warrants for the periods ended December 31, 2016 and 2015:

	<b>Number of Warrants</b>	<b>Weighted Average Exercise Price</b>
<b>Balance, March 31, 2015</b>	<b>150,000</b>	<b>\$ 10.00</b>
Granted (Notes 9(b)(i),(ii))	241,950	0.40
<b>Balance, December 31, 2015</b>	<b>391,950</b>	<b>\$ 4.07</b>
<b>Balance, March 31, 2016</b>	<b>391,950</b>	<b>\$ 4.07</b>
Granted (Notes 9(b)(v),(vi))	2,930,143	0.85
<b>Balance, December 31, 2016</b>	<b>3,322,093</b>	<b>\$ 1.23</b>

The following are the share purchase warrants outstanding at December 31, 2016:

<b>Number of Warrants Issued</b>	<b>Grant Date Fair Value (\$)</b>	<b>Weighted Average Exercise Price (\$)</b>	<b>Weighted Average Remaining Contractual Life (years)</b>	<b>Expiry Date</b>
150,000	339,000	10.00	0.08	January 30, 2017
80,650	13,287	0.40	0.83	October 29, 2017
161,300	24,991	0.40	0.85	November 5, 2017
2,152,393	725,257	0.85	2.34	May 4, 2019
777,750	239,937	0.85	2.42	June 2, 2019
<b>3,322,093</b>	<b>1,342,472</b>	<b>1.23</b>	<b>2.15</b>	

Continued...

## 10. SHARE-BASED PAYMENT RESERVES (Continued)

### (c) Broker Warrants

The following table shows the continuity of broker warrants for the periods ended December 31, 2016 and 2015:

	Number of Broker Warrants	Weighted Average Exercise Price
<b>Balance, March 31, 2015</b>	-	\$ -
Granted (Notes 9(b)(i),(iii),(iv))	132,300	0.40
<b>Balance, December 31, 2015</b>	<b>132,300</b>	<b>\$ 0.40</b>
<b>Balance, March 31, 2016</b>	<b>132,300</b>	<b>\$ 0.40</b>
Exercised	(43,500)	0.40
Granted (Notes 9(b)(v)(vi))	342,317	0.65
<b>Balance, December 31, 2016</b>	<b>431,117</b>	<b>\$ 0.60</b>

The following are the broker warrants outstanding at December 31, 2016:

Number of Broker Warrants Issued	Grant Date Fair Value (\$)	Weighted Average Exercise Price (\$)	Weighted Average Remaining Contractual Life (years)	Expiry Date
43,800	9,762	0.40	0.87	November 12, 2017
45,000	13,541	0.39	1.00	December 31, 2017
258,287	132,050	0.65	2.34	May 4, 2019
84,030	44,939	0.65	2.42	June 2, 2019
<b>431,117</b>	<b>200,292</b>	<b>0.60</b>	<b>2.07</b>	

## 11. GENERAL AND ADMINISTRATIVE

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2016	2015	2016	2015
Office and general	\$ 1,761	\$ 6,456	\$ 9,429	\$ 19,355
Salaries and benefits	(11,905)	-	22,406	-
Business development	32,597	12,562	32,597	25,575
Stock exchange and transfer agent fees	29,937	3,715	51,436	18,038
Shareholder information	2,219	1,477	8,806	4,216
<b>General and administrative</b>	<b>\$ 54,609</b>	<b>\$ 24,210</b>	<b>\$ 124,674</b>	<b>\$ 67,184</b>

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## 12. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

(a) The Company entered into the following transactions with related parties recorded as professional and consulting fees and share issue costs:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2016	2015	2016	2015
Irwin Lowy LLP (i) - professional and consulting fees	\$ -	\$ 4,655	\$ 25,712	\$ 39,849

(i) A director of the Company is a partner at Irwin Lowy LLP, a law firm, and the fees relate to professional services provided by the firm. As at December 31, 2016, the Company owed \$5,820 (March 31, 2016 - \$44,675) to this firm and this amount is included in accounts payable and accrued liabilities. The amount is unsecured, non-interest bearing with no fixed terms of repayment.

(ii) See Note 9(b)(i)(viii)(ix).

(iii) As at December 31, 2016, the Company owed \$323,287 (March 31, 2016 - \$462,800) to a corporation controlled by the Chief Executive Officer ("CEO") of the Company and this amount is included in accounts payable and accrued liabilities. During the three and nine months ended December 31, 2016, \$45,000 and \$120,000, respectively, (three and nine months ended December 31, 2015 - \$30,000 and \$90,000, respectively) of these fees were recorded as capitalized exploration and evaluation costs and \$15,000 and \$60,000, respectively, (three and nine months ended December 31, 2015 - \$30,000 and \$90,000 respectively) were recorded in management and directors' compensation on the unaudited condensed interim statements of operations and comprehensive income (loss). See also Note 9(b)(ix) for issuance of common shares in settlement of management consulting fees owed to the corporation controlled by the CEO.

(b) Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2016	2015	2016	2015
Directors fees	\$ 17,000	\$ 17,000	\$ 51,000	\$ 51,000
Amounts paid or accrued to CEO for salaries, consulting and benefits	\$ 60,000	\$ 60,000	\$ 180,000	\$ 180,000
Stock-based payments	\$ -	\$ -	\$ 144,877	\$ -

Director fees - the Board of Directors do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services. As at December 31, 2016, the Company owed \$174,914 (March 31, 2016 - \$246,000) to the directors and \$nil (March 31, 2016 - \$18,789) to the CEO of the Company which was included in the accounts payable and accrued liabilities.

Salaries and benefits - officers are entitled to stock options, consulting fees or salaries and benefits where employment or service contracts are in place with the Company for their services.

### **13. ENVIRONMENTAL CONTINGENCIES**

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

### **14. COMMITMENTS AND CONTINGENCIES**

Pursuant to the terms of the flow-through share agreements, the Company needs to comply with its flow-through contractual obligations with subscribers with respect to the Income Tax Act (Canada). The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments. As at December 31, 2016, the Company is committed to incurring approximately \$2,793,000 in qualifying exploration expenditures in Canada by December 31, 2017.

The Company is party to a management contract. This contract contains clauses requiring additional payments of up to \$480,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not occurred, the contingent payments have not been reflected in these unaudited condensed interim financial statements. Additional minimum management contractual commitments remaining under the agreement are approximately \$480,000, of which \$240,000 is due within one year.

### **15. SUBSEQUENT EVENTS**

(i) On January 30, 2017, 150,000 warrants expired unexercised.

(ii) On January 12, 2017, the Company announces that it issued a total of 300,000 Deferred Stock Units ("DSUs") to non-executive directors as an annual award as outlined in the DSU Plan adopted in August 2016.

The Company also granted 1,500,000 Restricted Share Units ("RSUs") to executives and consultants. The RSUs were granted in accordance with Minnova's Restricted Share Unit Plan and are subject to vesting provisions. More specifically, the grant consists of a base amount of 500,000 units with vesting subject to retention while the remaining bonus units are subject to performance conditions.

Minnova also granted incentive stock options to recently hired employees to purchase up to an aggregate of 725,000 common shares, exercisable on or before January 12, 2022 at a strike price of \$0.85.