



TERRAX MINERALS INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

July 31, 2018

(Unaudited)

(Expressed in Canadian Dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the management.

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

TERRAX MINERALS INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)
(Unaudited)

	Notes	July 31, 2018	January 31, 2018
ASSETS			
(Audited)			
Current assets			
Cash and cash equivalents	4	\$ 1,307,476	\$ 1,072,646
Receivables	5	114,088	116,425
Prepays and deposits		42,902	85,950
		1,464,466	1,275,021
Non-current assets			
Equipment	6	110,976	138,546
Security deposits	7	140,000	140,000
Exploration and evaluation assets	8	26,639,254	23,644,415
TOTAL ASSETS		\$ 28,354,696	\$ 25,197,982
LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities	9, 10	\$ 589,572	\$ 803,504
Deferred premium on flow-through shares	11,14	294,435	-
TOTAL LIABILITIES		884,007	803,504
SHAREHOLDERS' EQUITY			
Share capital	11	35,732,033	32,010,874
Share-based payment reserve	11, 12	3,731,924	3,738,352
Deficit		(11,993,268)	(11,354,748)
TOTAL SHAREHOLDERS' EQUITY		27,470,689	24,394,478
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 28,354,696	\$ 25,197,982

Nature and continuance of operations (Note 1)

Commitments (Notes 8, 14 and 16)

Subsequent event (Note 17)

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

TERRAX MINERALS INC.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
(Unaudited)

	Notes	For the three months ended July 31, 2018	For the three months ended July 31, 2017	For the six months ended July 31, 2018	For the six months ended July 31, 2017
EXPENSES					
Amortization	6	\$ 15,799	\$ 15,799	\$ 31,598	\$ 24,288
Consulting	10	145,206	136,765	253,636	237,524
Directors' fees	10	15,000	7,500	15,000	7,500
Management Fees	10	83,872	-	83,872	-
Office, rent and miscellaneous	10	36,300	35,874	68,311	95,411
Professional fees		17,856	24,999	36,069	49,929
Share-based payments	10, 11	143,502	194,200	200,925	465,404
Transfer agent, filing fees and shareholder communications		96,624	125,041	242,916	242,669
Travel and related costs		43,268	36,078	71,877	52,966
		(597,427)	(576,256)	(1,004,204)	(1,175,691)
OTHER ITEMS					
Interest income		2,976	10,653	2,976	31,078
Flow-through share premium reversal	2,11,14	362,708	-	362,708	-
Net and Comprehensive Loss for the Period		\$ (231,743)	\$ (565,603)	\$ (638,520)	\$ (1,144,613)
Loss per Share - Basic And Diluted		\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding – basic and diluted		117,062,406	102,329,644	103,685,801	102,212,509

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

TERRAX MINERALS INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)
(Unaudited)

	Notes	Share capital		Share-based payment reserve	Deficit	Total
		Number of shares	Amount			
Balance at January 31, 2017		101,079,644	\$ 28,903,345	\$ 3,213,807	\$ (9,113,600)	\$ 23,003,552
Comprehensive loss:						
Loss for the period		-	-	-	(1,144,613)	(1,144,613)
Transactions with owners, in their capacity as owners, and other transfers:						
Shares issued on exercise of options	11	50,000	19,000	-	-	19,000
Shares issued on exercise of warrants	11	1,200,000	653,000	-	-	653,000
Reallocation of share-based payment reserves	11	-	6,084	(6,084)	-	-
Share-based payments	11	-	-	465,404	-	465,404
Balance at July 31, 2017		102,329,644	\$ 29,581,429	\$ 3,673,127	\$ (10,258,213)	\$ 22,996,343
Balance at January 31, 2018		107,343,162	\$ 32,010,874	\$ 3,738,352	\$ (11,354,748)	\$ 24,394,478
Comprehensive loss:						
Loss for the period		-	-	-	(638,520)	(638,520)
Transactions with owners, in their capacity as owners, and other transfers:						
Shares issued for private placement	11	8,419,643	4,025,000	-	-	4,025,000
Share issuance costs	11	-	(428,376)	71,953	-	(356,423)
Flow-through share premium	2,11	-	(657,143)	-	-	(657,143)
Shares issued on exercise of options	11	2,150,000	458,200	-	-	458,200
Shares issued on exercise of finders warrants	11	110,430	44,172	-	-	44,172
Reallocation of share-based payment reserves	11	-	279,306	(279,306)	-	-
Share-based payments	11	-	-	200,925	-	200,925
Balance at July 31, 2018		118,023,235	\$ 35,732,033	\$ 3,731,924	\$ (11,993,268)	\$ 27,470,689

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

TERRAX MINERALS INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(Unaudited)
Six Months Ended

	July 31, 2018	July 31, 2017
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	\$ (638,520)	\$ (1,144,613)
Items not involving cash		
Amortization	31,598	24,288
Share-based payments	200,925	465,404
Flow-through premium reversal	(362,708)	-
Changes in non-cash working capital items:		
Receivables	2,337	(49,629)
Prepays and deposits	43,048	(116,503)
Trade payables and accrued liabilities	(213,247)	(364,307)
Net cash used in operating activities	(936,567)	(1,185,360)
INVESTING ACTIVITIES		
Equipment	(4,028)	(98,064)
Expenditures on exploration and evaluation assets	(2,995,524)	(4,653,275)
Net cash used in investing activities	(2,999,552)	(4,751,339)
FINANCING ACTIVITIES		
Issuance of common shares	4,527,372	672,000
Share issuance costs	(356,423)	-
Net cash provided by financing activities	4,170,949	672,000
Change in cash and cash equivalents	234,830	(5,264,699)
Cash and cash equivalents, beginning of period	1,072,646	8,209,840
Cash and cash equivalents, end of period	\$ 1,307,476	\$ 2,945,141

Supplemental cash flow information (Note 15)

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

TERRAX MINERALS INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars - Unaudited)
For the Three and Six Months Ended July 31, 2018

1. NATURE AND CONTINUANCE OF OPERATIONS

TerraX Minerals Inc. (the “Company” or “TerraX”) was incorporated under the Business Corporations Act (British Columbia) on August 1, 2007 and its principal activity is the exploration and development of mineral properties in Canada. The Company trades on the TSX Venture Exchange (“TSX-V”).

The head office of the Company is located at 1605-777 Dunsmuir Street, Vancouver, British Columbia, Canada, V7Y 1K4. The registered address and records office of the Company is located at 400-725 Granville Street, Vancouver, British Columbia, Canada, V7Y 1G5.

These unaudited condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at July 31, 2018, the Company has not advanced its properties to commercial production and is not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management believes that the Company has sufficient funds to finance operating costs over the next nine months.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

These condensed interim financial statements were authorized for issue on September 28, 2018 by the directors of the Company.

Statement of compliance to International Financial Reporting Standards (“IFRS”)

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended January 31, 2018.

Basis of presentation

These unaudited condensed interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars, the Company’s functional currency, unless otherwise noted.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include stock-based awards and payments assumptions, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets and provisions for restoration and environmental obligations.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses; and
- the impairment of exploration and evaluation assets.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Farm outs

The Company does not record any expenditure made by the farmee on its account. It also does not recognize any gain or loss on its exploration and evaluation farm out arrangements but reallocates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Equipment

Equipment is stated at cost, less accumulated amortization. Amortization expense is calculated using the straight-line method, applying an annual rate of 30%.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the statement of comprehensive loss.

Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of 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 corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Company of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Financial instruments (cont'd)

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost. Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

Impairment of assets

The carrying amount of the Company's long-lived assets (which includes equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Flow-through shares:

The Company renounces qualifying Canadian exploration expenditures to certain share subscribers who subscribe for flow-through shares in accordance with the Income Tax Act (Canada). Under these provisions, the Company is required to incur and renounce qualifying expenditures on a timely basis for the respective flow-through subscriptions and, accordingly, it is not entitled to the related tax deductions and tax credits for such expenditures.

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability ("deferred premium on flow through shares"). As the qualifying expenditures are incurred, a deferred tax liability is recognized and the deferred premium will be reversed provided that the Company has renounced, or there is reasonable expectation that the Company will renounce, the tax benefits associated with the related expenditures. To the extent that suitable deferred tax assets are available, the Company will reduce the deferred tax liability.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

TERRAX MINERALS INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars - Unaudited)
For the Three and Six Months Ended July 31, 2018

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Restoration and environmental obligations (cont'd)

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period. The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred. The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

As at July 31, 2018, the Company has no known material restoration and environmental obligations.

3. ACCOUNTING STANDARDS ISSUED BUT NOT EFFECTIVE

New standard IFRS 16 "Leases"

This new standard replaces IAS 17 "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15.

Certain other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

4. CASH AND CASH EQUIVALENTS

The components of cash and cash equivalents are as follows:

	July 31, 2018	January 31, 2018
Cash at bank	\$ 107,476	\$ 567,172
Term deposits	1,200,000	505,474
	\$ 1,307,476	\$ 1,072,646

At July 31, 2018, the Company has variable rate investments of \$1,200,000 (January 31, 2018 - \$505,474). The term deposits allow for early redemption after the first 30 days of investment and mature on various dates.

TERRAX MINERALS INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars - Unaudited)
For the Three and Six Months Ended July 31, 2018

5. RECEIVABLES

Receivables consist of the following:

	July 31, 2018	January 31, 2018
GST receivable	\$ 110,771	\$ 114,305
Interest receivable	3,317	2,120
	\$ 114,088	\$ 116,425

6. EQUIPMENT

Cost	
Balance, January 31, 2018	\$ 223,298
Acquisitions	4,028
Balance, July 31, 2018	227,326
Accumulated amortization	
Balance, January 31, 2018	\$ 84,752
Amortization	31,598
Balance, July 31, 2018	116,350
Net book value, January 31 2018	\$ 138,546
Net book value, July 31, 2018	\$ 110,976

7. SECURITY DEPOSITS

To July 31, 2018, security deposits of \$140,000 (January 31, 2018 - \$140,000) were deposited with the Minister of Aboriginal Affairs and Northern Development Canada for land use permits issued by the Mackenzie Valley Land and Water Board (“MVLWB”) for the Company’s exploration properties in the Northwest Territories. The deposits will be refunded once the land use permit ends and a final report describing land use activities during the respective term of the permits and subsequent reclamation activities have been submitted to the MVLWB.

8. EXPLORATION AND EVALUATION ASSETS

Yellowknife City Gold Project, Northwest Territories

The Yellowknife City Gold Project (“YCG”) is comprised of the Northbelt, Southbelt, Eastbelt and Quytta-Bell properties in the Northwest Territories as well as additional claims and property interests that have been acquired and incorporated into the Northbelt, Southbelt and Eastbelt properties as described in more detail below.

On May 12, 2015, the Company entered into an agreement to grant an option to Osisko Gold Royalties Ltd. (formerly Virginia Mines Inc.) (“Osisko”) to purchase a 1.0% net smelter royalty (“NSR”) on the YCG. To purchase this option, Osisko paid the Company \$1,000,000 (received), which was applied as a reduction to the carrying value of the YCG. The option also entitles Osisko to purchase a 1.0% NSR on production from the properties that comprise the YCG by payment of an additional \$2,000,000 within 3 months following commencement of production.

8. EXPLORATION AND EVALUATION ASSETS (cont'd)

Yellowknife City Gold Project, Northwest Territories (cont'd)

Northbelt Property

On February 11, 2013, the Company acquired a 100% interest in certain mineral leases collectively known as the Northbelt Property located in the Northwest Territories. As consideration, the Company paid \$211,000.

During the year ended January 31, 2014, the Company acquired a 100% interest in additional mineral claims for consideration of \$10,000, which have been incorporated into the Northbelt Property and paid annual lease payments of \$17,374.

During the year ended January 31, 2015, the Company acquired a 100% interest in additional mineral claims for consideration of \$13,926, which have been incorporated into the Northbelt Property. The Company also acquired a 100% interest in additional mineral claims for consideration by way of issuance of 75,000 common shares (issued, with a fair value of \$56,250), which have also been incorporated into the Northbelt Property. The vendor will retain a 1% NSR, of which 0.5% can be purchased by the Company at any time for \$1,000,000.

During the year ended January 31, 2016, the Company acquired a 100% interest in an additional mineral claim by way of issuance of 20,000 common shares (issued, with a fair value of \$5,500), which have also been incorporated into the Northbelt Property.

To July 31, 2018, the Company has incurred exploration and evaluation expenditures, net of recoveries, totalling \$20,525,569 (January 31, 2018 - \$18,004,839) on the Northbelt Property.

Walsh Lake Property

On October 28, 2013, as amended on October 21, 2015, the Company entered into an option agreement to acquire a 100% interest in the Walsh Lake Property, which is contiguous with and immediately east of the Northbelt Property, for the following consideration:

- \$5,000 (paid) and the issuance of 30,000 common shares (issued, with a fair value of \$13,500) upon execution of the agreement;
- \$10,000 (paid) and the issuance of 40,000 common shares (issued, with a fair value of \$16,200) and incurring \$25,000 in exploration work by October 28, 2014 (completed);
- \$20,000 (paid), the issuance of 50,000 common shares (issued, with a fair value of \$17,250) by October 28, 2015;
- \$25,000 (paid), the issuance of 70,000 common shares (issued, with a fair value of \$47,600) (Note 11) and incurring a cumulative total of \$230,000 in exploration work by October 28, 2016 (completed); and
- \$30,000 (paid), the issuance of 70,000 common shares (issued, with a fair value of \$47,600) (Note 11) and incurring a cumulative total of \$400,000 in exploration work by October 28, 2017 (completed).

The vendor will retain a 2% NSR, of which 1.5% can be purchased by the Company for \$2,000,000.

In January, 2017, the Company made the final payment due on the Walsh Lake property and ownership of the Walsh Lake mineral claims and leases was transferred to the Company. Effective as of February 1, 2017, the Walsh Lake property has now become part of the Northbelt property and exploration costs incurred on the former Walsh Lake claims or leases are now accounted for under the Northbelt cost centre. The Company had incurred exploration and evaluation expenditures totalling \$2,447,538 on the Walsh Lake Property prior to its acquisition in January of 2017.

8. EXPLORATION AND EVALUATION ASSETS (cont'd)

Yellowknife City Gold Project, Northwest Territories (cont'd)

Southbelt Property

During September 2015, the Company staked certain claims south of the City of Yellowknife known as the Southbelt Property that have been incorporated into the YCG. Claim staking costs of \$3,191 were included in acquisition cost during the year ended January 31, 2016.

During the year ended January 31, 2016, the Company acquired a 100% interest in additional mineral claims by way of issuance of 30,000 common shares (issued, with a fair value of \$8,250). These claims have been incorporated into the Southbelt Property. The vendors will each retain a 1.5% NSR on their respective claims, of which 1.0% can be purchased from each vendor by the Company at any time for \$1,000,000.

During the six months ended July 31, 2018, the Company incurred additional staking costs of \$1,800.

To July 31, 2018, the Company has incurred exploration and evaluation expenditures totalling \$565,109 (January 31, 2018 - \$544,832) on the Southbelt Property.

Eastbelt Property

On February 1, 2017, the Company announced that it had staked certain claims east of the City of Yellowknife known as the Eastbelt Property that have been incorporated into the YCG.

On September 15, 2017, the Company acquired contiguous claims which have been incorporated into the Eastbelt Property. The claims are subject to a 2% NSR. The Company has the right, at any time, to purchase 1% of the 2% NSR for \$1,000,000. On completion of the acquisition, the Company is also obligated to pay an annual advance royalty of \$6,000 until the commencement of production. As consideration, the Company paid \$10,000 and issued 50,000 common shares at a fair value of \$25,500 (Note 11). The Company is obligated to pay a further \$20,000 and issue 50,000 common shares on or before November 1, 2018 and pay an additional \$20,000 and issue another 50,000 common shares on or before November 1, 2019.

On November 17, 2017, the Company acquired an additional contiguous claim that has been incorporated into the Eastbelt Property. As consideration, the Company paid \$5,000 and issued 40,000 common shares at a fair value of \$20,000 (Note 11). The Company also incurred additional acquisition costs of \$17,166.

To July 31, 2018, the Company has incurred total exploration and evaluation expenditures of \$1,325,463 (January 31, 2018 - \$1,045,832) on the Eastbelt Property before recoveries of \$34,750.

Quyta-Bell Property

On March 7, 2018 TerraX announced that it had expanded its land position at the YCG project through the staking of an additional 337.5 square kilometers immediately to the north of its current properties. These additional 47 claims have been named the Quyta-Bell property and have been incorporated into the YCG.

During the six months ended July 31, 2018, the Company incurred acquisition costs of \$91,488 for staking of the Quyta-Bell claims and \$115,163 on exploration.

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8. EXPLORATION AND EVALUATION ASSETS (cont'd)

Stewart Property, Newfoundland

The Company entered into an option agreement to acquire a 100% interest in the Stewart Property located in the Burin Peninsula of Newfoundland. The Company has completed its commitments and acquired the 100% interest.

The Stewart Property is subject to a 2% NSR. The Company has the right, at any time, to purchase 1% of the 2% NSR for \$1,000,000.

To July 31, 2018, the Company has incurred expenditures totalling \$1,603,674 (January 31, 2018 - \$1,601,374) on the Stewart Property.

The following are details of the Company's exploration and evaluation assets:

	Northbelt	Walsh Lake	Southbelt	Eastbelt	Guyta-Bell	Stewart	Total
Balance, January 31, 2017	\$ 10,844,582	\$ 2,447,538	\$ 168,356	\$ 77,365	\$ -	\$ 1,520,674	\$ 15,058,515
Acquisition costs	82,036	-	534	77,666	-	-	160,236
Exploration costs							
Assays and drilling	3,834,525	-	169,017	182,320	-	-	4,185,862
Community	170,668	-	-	1,500	-	-	172,168
Consulting (Note 10)	2,061,748	-	100,768	422,691	-	-	2,585,207
Environmental	90,783	-	10,390	-	-	-	101,173
Field expenses	920,497	-	12,496	192,182	-	80,700	1,205,875
Geophysical	-	-	122,897	262,108	-	-	385,005
	7,078,221	-	415,568	1,060,801	-	80,700	8,635,290
Recoveries	-	-	(39,626)	(170,000)	-	-	(209,626)
Balance, January 31, 2018	18,004,839	2,447,538	544,832	1,045,832	-	1,601,374	23,644,415
Acquisition costs	84,923	-	1,800	5,396	91,488	2,300	185,907
Exploration costs							
Assays and drilling	1,339,671	-	-	-	-	-	1,339,671
Community	110,804	-	-	500	-	-	111,304
Consulting (Note 10)	658,388	-	1,951	153,856	24,406	-	838,601
Environmental	35,405	-	12,492	1,578	13,757	-	63,232
Field expenses	247,480	-	-	100,421	-	-	347,901
Geophysical	44,059	-	4,034	17,880	77,000	-	142,973
	2,435,807	-	18,477	274,235	115,163	-	2,843,682
Recoveries	-	-	-	(34,750)	-	-	(34,750)
Balance, July 31, 2018	\$ 20,525,569	\$ 2,447,538	\$ 565,109	\$ 1,290,713	\$ 206,651	\$ 1,603,674	\$ 26,639,254

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9. TRADE PAYABLES AND ACCRUED LIABILITIES

Trade payables and accrued liabilities consist of the following:

	July 31, 2018	January 31, 2018
Trade payables	\$ 270,031	\$ 571,979
Due to related parties (Note 10)	319,541	206,525
Accrued liabilities	-	25,000
	\$ 589,572	\$ 803,504

10. RELATED PARTY TRANSACTIONS

Related party balances

As at July 31, 2018, \$319,541 (January 31, 2018 - \$206,525) was due to directors of the Company or to companies controlled by directors of the Company and recorded in trade payables and accrued liabilities. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.

Related party transactions

The Company's related parties include key management. Key management includes executive directors and non-executive directors. The remuneration to key management of the Company as defined above was as follows:

	Six Months Ended	
	July 31, 2018	July 31, 2017
Rent and administrative services	\$ -	5,400
Consulting fees	211,625	149,920
Directors' fees	15,000	7,500
Geological consulting – exploration and evaluation assets (Note 8)	808,594	1,376,829
Management fees	83,872	-
Professional fees	25,000	30,000
Share-based payments	169,976	299,702
	\$ 1,314,067	\$ 1,869,351

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11. SHARE CAPITAL

Authorized share capital

Unlimited number of voting common shares without par value.

Issued share capital

Fiscal 2019

- a) On April 12, 2018, the Company completed a private placement of 4,312,500 units (“Units”) at a price of \$0.40 per unit and 4,107,143 flow-through units (“FT Units”) at a price of \$0.56 per flow-through unit, for aggregate gross proceeds of \$4,025,000. Each Unit is comprised of one common share and one half of one transferable non-flow-through common share purchase warrant (each whole such common share purchase warrant, a “Warrant”). Each FT Unit is comprised of one flow-through common share and one half of one Warrant (issued on a non-flow-through basis). Each Warrant is exercisable into one additional non-flow-through common share of the Company for a period of three years from closing, subject to an exercise acceleration trigger, at an exercise price of \$0.60 per share. There was a flow-through share premium with respect to this placement of \$0.16 per share, or \$657,143. Share issuance costs of \$351,858 in cash were incurred with respect to this placement along with the issuance of 420,982 finder’s warrants exercisable at \$0.40 per common share for a period of 24 months from closing. The total fair value of these finder’s warrants of \$71,953 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 2 years, expected dividend yield of 0%, a risk-free interest rate of 1.88% and an expected volatility of 63%.
- b) During the six months ended July 31, 2018, the Company received net proceeds of \$44,172 from the exercise of 110,430 warrants. The value of these warrants of \$25,205 was reclassified from share-based payment reserve to share capital.
- c) During the six months ended July 31, 2018, the Company received net proceeds of \$458,200 from the exercise of 2,150,000 stock options at an average price of \$0.21 per share. The value of these options of \$254,101 was reclassified from share-based payment reserve to share capital.

Fiscal 2018

- a) During the year ended January 31, 2018, the Company received net proceeds of \$314,700 from the exercise of 1,152,000 stock options at an average price of \$0.29 per share. The value of these options of \$179,111 was reclassified from share-based payment reserve to share capital.
- b) During the year ended January 31, 2018, the Company received net proceeds of \$2,563,759 from the exercise of 5,021,518 warrants. The value of certain warrants of \$4,459 was reclassified from share-based payment reserve to share capital.
- c) During the year ended January 31, 2018, the Company issued 90,000 common shares with a value of \$45,500 towards consideration for the acquisition of exploration and evaluation assets (Note 8).

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11. SHARE CAPITAL (cont'd)

Stock options

The Board of Directors of the Company has adopted a stock option plan which permits the Company to grant to directors, officers and consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares and be exercisable for a period of up to five years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant or individual conducting investor relations activities will not exceed 2% of the issued and outstanding common shares.

Stock option transactions are summarized as follows:

	Number of options	Weighted average exercise price
Balance as at January 31, 2017	6,921,000	\$ 0.45
Granted	3,095,000	0.29
Exercised	(1,152,000)	0.27
Expired	(69,000)	0.29
Balance as at January 31, 2018	8,795,000	0.42
Granted	1,250,000	0.41
Exercised	(2,150,000)	0.21
Balance as at July 31, 2018	7,895,000	\$ 0.47

As July 31, 2018, the weighted average remaining life of options outstanding was 1.63 years.

2019

On June 15, 2018, the Company granted 1,250,000 stock options to an Officer of the Company that can be exercised at \$0.41 per share until June 15, 2021. These options vest as to 12.5% immediately and 75% over a twenty-one month period following date of grant. The total fair value of \$219,442 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 3 years, expected dividend yield of 0%, a risk-free interest rate of 1.92% and an expected volatility of 62.43%. The vesting of granted stock options resulted in a share-based compensation expense of \$98,636 being recorded during the six months ended July 31, 2018.

The Company recorded \$102,289 of share-based compensation expense for stock options that were granted in previous periods but which vested during the six months ended July 31, 2018.

2018

On May 16, 2017, the Company granted 1,250,000 stock options to directors of the Company that can be exercised at \$0.62 per share until May 16, 2020. These options vest as to 25% immediately and 75% over an eighteen-month period following date of grant. The total fair value of \$312,933 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 3 years, expected dividend yield of 0%, a risk-free interest rate of 0.72% and an expected volatility of 60.10%. The vesting of granted stock options resulted in a share-based compensation expense of \$251,270 being recorded during the year ended January 31, 2018.

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11. SHARE CAPITAL (cont'd)

Stock options (cont'd)

2018 (cont'd)

On June 28, 2017, the Company granted 250,000 stock options to a consultant to the Company that can be exercised at \$0.49 per share until June 28, 2020. These options vest as to 12.5% immediately and 12.5% over a twenty-four-month period following date of grant. The total fair value of \$51,700 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 3 years, expected dividend yield of 0%, a risk-free interest rate of 1.12% and an expected volatility of 60.12%. The vesting of granted stock options resulted in a share-based compensation expense of \$36,950 being recorded during the year ended January 31, 2018.

On September 8, 2017, the Company granted 1,595,000 stock options to directors, officers and consultants of the Company that can be exercised at \$0.61 per share until September 8, 2020. These options vest as to 25% immediately and 75% over an eighteen-month period following date of grant. The total fair value of \$288,233 was estimated using the Black-Scholes Option Pricing Model assuming an expected life of 3 years, expected dividend yield of 0%, a risk-free interest rate of 1.58% and an expected volatility of 59.54%. The vesting of granted stock options resulted in a share-based compensation expense of \$197,367 being recorded during the year ended January 31, 2018.

The Company recorded a further \$222,528 in share-based compensation expense for stock options which vested during the year ended January 31, 2018.

The following incentive stock options were outstanding and exercisable at July 31, 2018:

Number of options outstanding	Number of options exercisable	Exercise price	Expiry date
1,050,000	1,050,000	\$ 0.35	March 14, 2019
500,000	500,000	\$ 0.61	May 5, 2019
2,000,000	2,000,000	\$ 0.83	August 26, 2019
1,250,000	937,500	\$ 0.62	May 17, 2020
250,000	156,250	\$ 0.49	June 20, 2020
1,595,000	1,068,315	\$ 0.61	September 8, 2020
1,250,000	156,250	\$ 0.41	June 15, 2021
7,895,000	5,868,315		

Warrants

The Company measures warrants issued with common shares in unit private placements using the residual method. During the six months ended July 31, 2018 and the year ended January 31, 2018, the issue price of units was not higher than the market price of the Company's shares at the time of issuance. Accordingly, no value was allocated to such warrants.

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11. SHARE CAPITAL (cont'd)

Warrants (cont'd)

Warrant transactions are summarized as follows:

	Number of warrants	Weighted average exercise price
Balance as at January 31, 2017	10,168,641	\$ 0.50
Exercised	(5,021,518)	0.51
Expired	(29,220)	0.50
Balance as at January 31, 2018	5,117,903	0.49
Issued	4,630,804	0.58
Exercised	(110,430)	0.40
Expired	(924,720)	0.54
Balance as at July 31, 2018	8,713,557	\$ 0.53

The following warrants were outstanding and exercisable at July 31, 2018:

Number	Exercise Price	Expiry Date
1,436,500	\$ 0.50	May 6, 2019
1,379,778	\$ 0.50	May 12, 2019
4,209,822	\$ 0.60	April 12, 2021
420,982	\$ 0.40	April 12, 2021
1,266,475	\$ 0.42	August 19, 2018*
8,713,557		

*expired subsequent to July 31, 2018.

As at July 31, 2018, the weighted average remaining life of warrants outstanding was 1.75 years.

12. SHARE-BASED PAYMENT RESERVE

The share-based payment reserve records items recognized as share-based payments until such time that the stock options and finder's warrants are issued, granted and exercised, at which time the corresponding amount will be transferred to share capital.

13. FINANCIAL RISK AND CAPITAL MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by two banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

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13. FINANCIAL RISK AND CAPITAL MANAGEMENT (cont'd)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is, therefore, assessed as high.

Foreign exchange risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company operates in Canada and is, therefore, not exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has positive cash balances at April 30, 2018 and no-interest bearing debt, therefore, interest rate risk is nominal.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit.

There were no changes in the Company's approach to capital management during the period.

The Company is not subject to any externally imposed capital requirements.

Classification of financial instruments

Financial assets included in the statements of financial position are as follows:

	July 31, 2018	January 31, 2018
Loans and receivables:		
Cash and cash equivalents	\$ 1,307,476	\$ 1,072,646
Security deposits	140,000	140,000
	\$ 1,447,476	\$ 1,212,646

Financial liabilities included in the statements of financial position are as follows:

	July 31, 2018	January 31, 2018
Non-derivative financial liabilities:		
Trade payables	\$ 270,031	\$ 571,979
Due to related parties (Note 10)	319,541	206,525
	\$ 589,572	\$ 778,504

Fair value

The fair value of the Company's financial assets and liabilities approximates their carrying amount.

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14. DEFERRED PREMIUM ON FLOW-THROUGH SHARES

	July 31, 2018	January 31, 2018
Balance, beginning of period	\$ -	\$ -
Deferred premium on flow-through shares issued	657,143	-
Recognition of deferred premium on flow-through shares	(362,708)	-
Balance, end of period	\$ 294,435	\$ -

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

During the year ended January 31, 2017, the Company received \$8,599,200 from the issue of flow-through shares and has incurred and renounced expenditures of \$8,599,200 of which \$4,291,660 was incurred during the year ended January 31, 2017 and the remaining \$4,307,540 was incurred during the year ended January 31, 2018. These expenditures will not be available to the Company for future deduction from taxable income.

During the six months ended July 31, 2018, the Company received \$2,300,000 from the issuance of flow-through shares at a premium to the market price of the Company's shares and recognized a deferred premium on flow-through shares of \$657,143. During the six months ending July 31, 2018 the Company incurred and renounced eligible expenditures of \$1,269,479. These expenditures will not be available to the Company for future deduction from taxable income.

Under the IFRS framework, the increase to share capital when flow-through shares are issued is measured based on the current market price of common shares. The incremental proceeds, or "premium", are recorded as deferred income. As at July 31, 2018, the Company has a remaining qualifying expenditure commitment of \$1,030,521 from the proceeds of flow-through shares issued on April 12, 2018. These funds must be spent on eligible exploration expenditures prior to December 31, 2019.

15. SUPPLEMENTAL CASH FLOW INFORMATION

During the six months ended July 31, 2018 and 2017, the Company incurred the following non-cash transactions that are not reflected in the statements of cash flows:

	Six Months Ended	
	July 31, 2018	July 31, 2017
Exploration expenditures included in trade payables and accrued liabilities	\$ 505,334	\$ 617,428
Fair value of finder's warrants	\$ 71,953	\$ -
Fair value of share-based payments reallocated to share capital	\$ 279,306	\$ 6,084

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16. COMMITMENT

Effective February 1, 2017, the Company entered into a lease agreement for the rental of office premises. The future lease payment schedule is as follows:

2019	\$	25,200
2020		52,080
2021		53,760
2022		55,440
		<hr/>
	\$	186,480

17. SUBSEQUENT EVENTS

Subsequent to July 31, 2018 the Company:

- 1) Announced the purchase of a 100% interest in the Tom Mine (6 square kilometres) and Sickle properties (2 square kilometres) from Altamira Gold Corp., subject to acceptance for filing by the TSX-V. Under the terms of the agreement, TerraX paid Altamira a total of \$25,000 in cash and 250,000 shares of TerraX. Altamira will retain a 2% NSR royalty.