AURELIUS MINERALS INC.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2018 AND 2017

(presented in Canadian dollars unless otherwise noted)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Aurelius Minerals Inc.

We have audited the accompanying financial statements of Aurelius Minerals Inc., which comprise the statements of financial position as at March 31, 2018 and 2017 and the statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Aurelius Minerals Inc. as at March 31, 2018 and 2017 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Aurelius Minerals Inc.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

July 25, 2018

AURELIUS MINERALS INC.
STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian Dollars

	Note	March 31 2018	March 31 2017
ASSETS			
Current			
Cash and cash equivalents		$ **2,442,365**	$ 508,959
Receivables	4	**146,917**	26,986
Prepaid expenses		**17,500**	2,486
		2,606,782	538,431
Mineral properties	5	**421,185**	363,685
		$ **3,027,967**	$ 902,116
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	6	$ **343,909**	$ 228,921
Flow-through premium liability	8	$ **118,635**	$ -
		462,544	228,921
Shareholders' equity			
Share capital	8	**8,845,438**	5,428,181
Reserves	8	**438,782**	100,476
Deficit		**(6,718,797)**	(4,855,462)
		2,565,423	673,195
		$ **3,027,967**	$ 902,116

Nature and continuance of operations (Note 1)

Approved and authorized on behalf of the Board of Directors:

"Mark NJ Ashcroft"
Mark NJ Ashcroft, Director

"Randy Turner"
Randy Turner, Director

AURELIUS MINERALS INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the years ended March 31 (Expressed in Canadian Dollars)

	Note	2018	2017
EXPENSES			
Exploration	5	$ **1,063,451**	$ 60,045
Property investigation		**-**	24,292
Business development		**24,453**	-
Salaries and management fees	7	**284,250**	165,819
Director fees		**27,500**	-
Legal, audit and accounting		**49,665**	178,508
Office and miscellaneous	7	**46,083**	23,927
Rent	7	**12,972**	12,172
Regulatory and transfer agent fees		**27,414**	30,872
Share-based compensation	7,8	**196,990**	77,642
Shareholder communication		**162,184**	21,172
Travel		**59,898**	10,003
Loss before income (expenses)		**(1,954,860)**	(604,452)
OTHER INCOME (EXPENSES)			
Interest income		**3,385**	-
Recognition of flow-through premium liability	8	**52,170**	-
Foreign exchange gain (loss)		**(208)**	-
		55,347	-
Loss and comprehensive loss for the year		$ **(1,899,513)**	$ (604,452)
Basic and diluted loss per common share		$ **(0.03)**	$ (0.02)
Weighted average number of common shares outstanding		**60,774,640**	33,125,585

AURELIUS MINERALS INC.
STATEMENTS OF CASH FLOWS
For the years ended March 31 (Expressed in Canadian Dollars)

	2018	2017
Cash flows from operating activities		
Income (loss) for the year	$ **(1,899,513)**	$ (604,452)
Items not involving cash:		
Recognition of flow-through premium liability	**(52,170)**	-
Share-based compensation	**196,990**	77,642
Changes in non-cash working capital items:		
(Increase) decrease in receivables	**(116,546)**	(25,851)
(Increase) decrease in accrued interest receivable	**(3,385)**	-
(Increase) decrease in prepaid expenses	**(15,014)**	(2,486)
Increase (decrease) in accounts payable and accrued liabilities	**114,988**	219,479
Net cash provided by (used in) operating activities	**(1,774,650)**	(335,668)
Cash flows from financing activities		
Issuance of capital stock for cash	**4,068,973**	978,018
Share issuance costs	**(340,917)**	(60,810)
Net cash provided by (used in) financing activities	**3,728,056**	917,208
Cash flows from investing activities		
Mineral property acquisitions	**(20,000)**	(141,185)
Net cash provided by (used in) investing activities	**(20,000)**	(141,185)
Change in cash during the year	**1,933,406**	440,355
Cash, beginning of the year	**508,959**	68,604
Cash, end of the year	$ **2,442,365**	$ 508,959

Supplemental disclosure with respect to cash flows (Note 10)

Expressed in Canadian Dollars

	Share Capital				
	Number	**Amount**	**Reserves**	**Deficit**	**Total**
Balance, March 31, 2016	**22,822,884**	**$ 4,288,473**	**$ 39,193**	**$ (4,267,369)**	**$ 60,297**
Issued for mineral properties (Note 8b)	2,500,000	222,500	-	-	222,500
Issued for private placements (Note 8b)	16,100,000	960,000	-	-	960,000
Issued for incentive stock option exercises (Note 8c)	277,200	18,018	-	-	18,018
Share issuance costs (Note 8b)	-	(60,810)	-	-	(60,810)
Share-based compensation (Note 8c)	-	-	77,642	-	77,642
Reserves transferred on cancelled options (Note 8c)	-	-	(16,359)	16,359	-
Loss for the year	-	-	-	(604,452)	(604,452)
Balance, March 31, 2017	**41,700,084**	**5,428,181**	**100,476**	**(4,855,462)**	**673,195**
Issued for mineral properties (Note 8b)	500,000	37,500	-	-	37,500
Issued for private placements (Note 8b)	46,410,478	4,066,243	-	-	4,066,243
Share issuance costs (Note 8b)	-	(334,580)	-	-	(334,580)
Warrant extension (Note 8b, 8e)	-	(6,337)	-	-	(6,337)
Agent warrants (Note 8b, 8e)	-	(179,516)	179,516	-	-
Flow-through premium liability (Note 8b)	-	(170,805)	-	-	(170,805)
Issued for incentive stock option exercises (Note 8c)	42,000	4,752	(2,022)	-	2,730
Share-based compensation (Note 8c)	-	-	196,990	-	196,990
Reserves transferred on expired options (Note 8c)	-	-	(36,178)	36,178	-
Loss for the year	-	-	-	(1,899,513)	(1,899,513)
Balance, March 31, 2018	**88,652,562**	**$ 8,845,438**	**$ 438,782**	**$ (6,718,797)**	**$ 2,565,423**

1. NATURE AND CONTINUANCE OF OPERATIONS

Aurelius Minerals Inc. ("Aurelius" or the "Company") was incorporated on April 5, 2007 under the Business Corporations Act, British Columbia and is in the exploration stage with respect to mineral properties. Aurelius holds its Mikwam and Lipton gold exploration properties within the northern Abitibi Gold belt in Ontario, Canada. The Company changed its name from Galena International Resources Ltd. in January 2017.

The Company's head office and principal address is 1020 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company's registered and records office is 2500 – 700 West Georgia Street, Vancouver, British Columbia, Canada, V7Y 1B3. The shares of the Company are traded on the TSX Venture Exchange ("TSX-V") under the symbol AUL.

For the year ended March 31, 2018, the Company reported a loss of $1,899,513 (2017 – $604,452), a deficit of $6,718,797 (2017 – $4,855,462) and working capital of $2,262,873 (2017 – $309,510) at that date. The Company's ability to meet its obligations and maintain its exploration activities is contingent upon successful completion of additional financing arrangements.

The Company is subject to risks and challenges similar to other companies in a comparable stage of exploration. These risks include, but are not limited to, continuing losses, dependence on key individuals and the ability to secure adequate financing to meet minimum capital required to successfully complete its commitments and continue as a going concern.

The Company's future is currently dependent upon its ability to obtain sufficient cash from external financing in order to fund its ongoing exploration work at its Lipton and Mikwam properties. In December 2017, the Company completed a brokered private placement co-lead by Sprott Capital Partners L.P. and Clarus Securities Inc. for total gross proceeds of $3,153,243 from the sale of 20,200,000 common share units at a price of $0.08 per and 17,080,478 flow-through share units at a price of $0.09 per flow-through share unit.

These financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred ongoing losses. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. These uncertainties may cast significant doubt on the entity's ability to continue as a going concern.

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 in existence. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The Company's Board of Directors approved these financial statements on July 25, 2018.

2. BASIS OF PREPARATION *(continued)*

Basis of Presentation

These financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified. Certain prior year figures have been reclassified to conform with current year presentation.

Use of Estimates

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

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the valuation of share-based payments and recognition of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

<u>Economic recoverability and probability of future economic benefits of exploration and evaluation assets</u>

Management has determined that mineral costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessment of economic recoverability and probability of future economic benefits including geological and metallurgical information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plan at each reporting period date to determine whether any indication of impairment exists.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

<u>Valuation of share-based payments</u>

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves. The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options and they are not transferable.

<u>Income taxes</u>

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

3. SIGNIFICANT ACCOUNTING POLICIES

Foreign exchange

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in net income/(loss).

Cash and cash equivalents

Cash and cash equivalents include cash and highly liquid investments in the form of term deposits, Government of Canada treasury bills, and Guaranteed Investment Certificates ("GICs"), denominated in US dollars and Canadian dollars, with investment terms that are less than 90 days at the time of acquisition. These investments are stated at cost plus accrued interest, which approximate their fair value. Cash and cash equivalents consists of cash of \$442,365 at March 31, 2018 (March 31, 2017 – \$508,959) and fully redeemable GIC of \$2,000,000 (March 31, 2017 - \$nil).

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. Cash and cash equivalents is included in this category.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment. Receivables are included in this category.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets. In the event of an impairment, the carrying amount of the asset is reduced and the amount of the loss is recognized in the statement of income or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the reversal of the previously recognized impairment loss is recognized in the statement of income or loss.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method. Accounts payable and accrued liabilities are included in this category.

Mineral properties

The Company accounts for its mineral properties as exploration and evaluation assets in accordance with IFRS 6, *Exploration for and Evaluation of Mineral Resources*. The Company capitalizes mineral property acquisition costs, which include the cash consideration, option payments under an earn-in arrangement, and the fair value of common shares issued for mineral properties. The acquisition costs are deferred until the property is placed into production, sold or abandoned or determined to be impaired. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The Company expenses to operations all exploration and evaluation costs incurred prior to the determination of economically recoverable reserves. Exploration and evaluation expenditures relate to costs incurred for investigation and evaluation of potential mineral reserves and resources, including trenching, exploratory drilling, sampling, mapping, and other activities in searching for ore bodies under the properties, and evaluate the technical and commercial viability of developing mineral properties identified through exploration. Exploration and evaluation expenditures, net of any recoveries, are recorded on a property by property basis.

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation 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 Company's estimates of reclamation 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 the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as interest expense. The Company does not have any significant environmental rehabilitation provision.

Impairment of tangible and intangible assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of income or loss.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of common shares, net of any tax effects, are recognized as a deduction from equity.

Flow-through common shares may be issued from time to time to finance a portion of the Company's exploration activities and results in the tax deductibility of the qualifying resource expenditures funded from the proceeds of the sale of such shares being transferred to the purchasers of the shares. Under IFRS, on the issuance of such shares, the Company bifurcates the flow-through shares into: a flow-through share premium, equal to the estimated premium, if any, that investors pay for the flow-through feature, which is recognized as a liability, and share capital. The Company estimates the portion of the proceeds attributable to the premium as being the excess of the subscription price over the fair value of the shares without the flow-through feature at the time of issuance. The premium is recorded as a deferred liability and is included in income at the time the qualified Canadian exploration expenditures ("CEE") as defined in the Income Tax Act (Canada) are incurred.

The value of common shares and warrants issued as private placement units is measured using the residual value method, which first allocates value to the more easily measurable component based on fair value (common shares in the private placements) and then the residual value, if any, to the less easily measurable component (warrants in the private placements). Warrants that are issued as agency compensation or other transaction costs are accounted for as share issue costs.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share-based payments

The Company grants stock options to directors, officers, employees and/or consultants. The fair value of stock options is measured on the grant date, using the Black-Scholes option pricing model and is recognized over the vesting period of the related options. Consideration paid for the shares on the exercise of stock options is credited to share capital.

For vested options that have expired or were cancelled unexercised, the Company reverses the share-based payment reserve against deficit.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

New Standards not yet adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended, March 31, 2018:

IFRS 9, Financial Instruments:

This standard and its consequential amendments are to be adopted effective for reporting periods beginning on or after January 1, 2018. Among other matters, this standard will introduce new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortized cost or fair value. Because the Company is not exposed to significant financial instrument relating accounting processes, management has concluded that adopting this new standard will not have a significant effect on its financial reporting.

IFRS 15, Revenue from Contracts with Customers:

New revenue from contracts with customers that specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more information, relevant disclosures. The amendments do not change the underlying principles of the standard, just clarify and offer some additional transition relief. The standard is effective for annual periods beginning on or after January 1, 2018. The Company does not anticipate any significant impact under the adoption of this standard.

IFRS 16, Leases:

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. The standard is effective for annual periods beginning on or after January 1, 2019. The Company does not anticipate any significant impact under the adoption of this standard.

FOR THE YEARS ENDED MARCH 31, 2018 and 2017 (Expressed in Canadian Dollars)

4. RECEIVABLES

The Company's receivables are as follows:

	March 31, 2018	March 31, 2017
Input sales tax recoverable	$ 143,532	$ 26,986
Interest receivable	3,385	-
	$ 146,917	**$ 26,986**

5. MINERAL PROPERTIES

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and to the best of its knowledge, title to all of its properties, except as described below are properly registered and in good standing.

The Company capitalizes mineral acquisition costs only, which include the cash consideration, earn-in or option agreement payments and the fair value of common shares issued for mineral properties. The Company holds interests in various mineral claims located in Canada, the capitalized acquisition costs of which are as follows:

	March 31, 2018	March 31, 2017
Lipton Property, Ontario	$ 208,685	$ 188,685

A 100% interest, subject to a 2.0% NSR. To acquire its interest, the Company must pay $1,000,000 over a ten-year period and issue 500,000 common shares (500,000 issued with an aggregate value of $72,500). To date, the Company has paid $30,000 (initial payment of $10,000 was made August 22, 2016 and $20,000 on the one-year anniversary) and must pay the remaining balance of $70,000 in annual cash payments by June 2020 and file a minimum of two years of assessment work, with the remaining $900,000 in annual cash payments payable between June 2021 and June 2026. The Company has the option to buy-back one-half of the NSR for $2,500,000. The Company incurred other costs related to staking additional claims in the amount of $106,185.

Mikwam Property, Ontario	$ 212,500	$ 175,000

On November 29, 2016, the Company entered into a Property Option Agreement ("Mikwam Option") with ALX Uranium Corp. ("ALX") to acquire a 100% interest in the Mikwam property ("Mikwam"). Pursuant to the Mikwam Option, the Company has the right to acquire a 100% interest in Mikwam (subject to certain royalty interests and encumbrances) by making aggregate cash and share payments to ALX over a period of three years as follows: $25,000 (paid) and the issuance of 2,000,000 (issued with an aggregate value of $150,000) on closing, $50,000 or, at the Company's election, issue 500,000 common shares (issued November 22, 2017 with an aggregate value of $37,500) on the first anniversary of the Mikwam Option, $75,000 or, at the Company's election, issue 750,000 common shares on or before the second anniversary of the Mikwam Option, $100,000 or, at the Company's election, issue 750,000 common shares on or before the third anniversary of the Mikwam Option. In addition, on closing of the acquisition of Mikwam, the Company will grant ALX a 0.5% net smelter returns royalty ("NSR Royalty"). The Company will have the right, at any time, to acquire the NSR Royalty from ALX in consideration of a cash payment of $1,000,000.

Total Mineral Property:	**$ 421,185**	**$ 363,685**

FOR THE YEARS ENDED MARCH 31, 2018 and 2017 (Expressed in Canadian Dollars)

5. MINERAL PROPERTIES *(continued)*

During the years ended March 31, 2018 and 2017, the Company incurred exploration expenditures, which are expensed to the statement of loss and comprehensive loss, as follows:

		Lipton		Mikwam		Total
Geological		39,931		20,114		60,045
Year ended March 31, 2017	**$**	**39,931**	**$**	**20,114**	**$**	**60,045**
Geological & Geophysics		217,484		65,477		282,961
Field Sampling		28,283		-		28,283
Drilling		338,971		413,236		752,207
Year ended March 31, 2018	**$**	**584,738**	**$**	**478,713**	**$**	**1,063,451**

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are as follows:

		March 31, 2018		March 31, 2017
Trade payables	$	122,257	$	167,071
Accrued liabilities		221,652		61,850
	$	**343,909**	**$**	**228,921**

7. RELATED PARTY TRANSACTIONS

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers.

Compensation paid or payable to key management personnel for services rendered are as follows:

	Year ended March 31, 2018	Year ended March 31, 2017
Salaries and fees	$ 317,125	$ 144,630
Short-term employment benefits	6,000	4,615
Share-based compensation	188,528	62,075
	$ 511,653	**$ 211,320**

Amounts paid or payable to companies with officers and/or directors in common are as follows:

		Year ended March 31, 2018		Year Ended March 31, 2017
Rent	$	8,000	$	7,200
Accounting, investor relations & office		27,062		20,204
	$	**35,062**	**$**	**27,404**

Included in accounts payable and accrued liabilities at March 31, 2018 is $117,152 (March 31, 2017 – $30,932) due to companies controlled by officers and/or directors of the Company.

8. SHARE CAPITAL AND RESERVES

a) Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares are fully paid.

b) Issued share capital

During the year ended March 31, 2018 the Company issued:

- On March 22, 2018, the TSX-V approved the Company's request to extend the expiry date of 13,000,000 common share purchase warrants of the Company, issued pursuant to a private placement transaction on July 19, 2016 (the "2016 Warrants"), from July 19, 2018 to July 19, 2020. All other terms of the 2016 Warrants remain the same. Each 2016 Warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.10. The Company incurred costs of $6,337 in relation to the extension.

- 20,200,000 common share units ("December Units") at a price of $0.08 per December Unit and 17,080,478 flow-through share units ("December FT Units") at a price of $0.09 per FT Unit for total gross proceeds of $3,153,243, collectively the "Offering", as part of a brokered private placement co-lead by Sprott Capital Partners L.P. and Claris Securities Inc. (the "Agents"). Each December Unit consists of one common share of the Company and one common share warrant ("Warrant"). Each December FT Unit consists of one flow-through share of the Company and one Warrant. Each Warrant entitles the holder thereof to acquire one common share at an exercise price of $0.16 for a period of five years following the closing of the Offering.

  The subscription agreement for the December FT Units requires Aurelius to incur $1,537,243 of qualifying CEE and renounce the CEE to the December FT Unit shareholders with an effective date of December 31, 2018. At the time of issuance, the excess price per unit of the December FT Units over the fair value price per unit of the non flow-through December Units resulted in a $0.01 per unit premium. The premium resulted in the recording of a flow-through premium liability of $170,805 and reduction of share capital by the same amount on the statement of financial position. As at March 31, 2018, the flow-through premium liability was $118,635. Pursuant to qualifying flow-through expenditures incurred during the period, the flow-through premium liability was reduced by $52,170 and recorded in income in the statement of loss and comprehensive loss.

  Transaction costs relating to the Offering amounted to $495,766, consisting of cash costs of $316,250, which includes an arm's length finder aggregate cash commission totaling $157,662, and non-cash costs of $179,516 relating to the fair value attributed to 2,982,438 non-transferable warrants issued as additional compensation to the Agents. Each Agent warrant can be exercised to acquire one December Unit at a price of $0.08 for a period of five years. The fair value attributed to the Agent warrants was determined using the Black-Scholes valuation model using the following assumptions: Risk free interest rate of 1.86%, expected life of five years, and volatility rate of 133.87%.

- 500,000 common shares with an aggregate value of $37,500 pursuant to the Mikwam Option (Note 5).

- 42,000 common shares with an aggregate value of $2,730 pursuant to the exercise of incentive stock options.

8. SHARE CAPITAL AND RESERVES *(continued)*

- 1,550,000 common share units (“May Units”) at a price of $0.10 per April Unit and 3,250,000 flow through units (“May FT Units”) at price of $0.10 per May FT Unit, for gross proceeds of $480,000 as part of a non-brokered private placement (the “Private Placement”). Each May Unit and May FT Unit consisted of one common share of the Company and one-half common share purchase warrant. Each full warrant entitles the holder to acquire one common share at an exercise price of $0.15 until May 1, 2019. The Company paid finders’ fees totalling $7,500.

- 2,730,000 units (“April Units”) at a price of $0.10 per April Unit and 1,600,000 flow through shares (“April FT Shares”) at price of $0.10 per April FT Share, for gross proceeds of $433,000 as part of a non-brokered private placement (the “Private Placement”). Each April Unit consisted of one common share of the Company and one-half common share purchase warrant. Each full warrant entitles the holder to acquire one common share at an exercise price of $0.15 until April 5, 2019. The Company paid finders’ fees totalling $10,830.

During the year ended March 31, 2017 the Company issued:

- 2,950,000 units (“March Units”) at a price of $0.10 per March Unit and 150,000 flow through shares (“March FT Shares”) at price of $0.10 per March FT Share, for gross proceeds of $310,000 as part of a non-brokered private placement (the “Private Placement”). Each March Unit consisted of one common share of the Company and one-half common share purchase warrant. Each full warrant entitles the holder to acquire one common share at an exercise price of $0.15 until March 23, 2019. The Company paid finders’ fees totalling $8,700.

- 13,000,000 units (“July Units”) at a price of $0.05 per Unit, for gross proceeds of $650,000 as part of a non-brokered private placement. Each July Unit consisted of one common share of the Company and one-whole common share purchase warrant. Each full warrant entitles the holder to acquire one common share at an exercise price of $0.10 until July 19, 2018. The Company paid finders’ fees totalling $7,950 and share issuance costs amounted to $44,160.

  In March 2018, the life of the warrants was extended two years and now expire in July 19, 2020.

- 500,000 common shares with an aggregate value of $72,500 to MNJA Holdings Inc., a company controlled by Mr. Ashcroft, President & CEO of the Company, in conjunction with his appointment, pursuant to the Lipton Property Option Agreement (Note 5).

- 277,200 common shares with an aggregate value of $18,018 pursuant to the exercise of incentive stock options.

- 2,000,000 common shares with an aggregate value of $150,000 pursuant to the Mikwam Option (Note 5).

c) Stock options

The Company, in accordance with its shareholder approved stock option plan, is authorized to grant options to directors, officers, employees and/or consultants, to acquire up to 10% of the issued and outstanding common shares. The exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. Options can be granted for a maximum term of ten years and vest on grant.

FOR THE YEARS ENDED MARCH 31, 2018 and 2017 (Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES *(continued)*

As at March 31, 2018, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Shares	Exercise Price	Expiry Date
1,293,600	$ 0.065	June 24, 2021
2,900,000	$ 0.120	July 5, 2022
715,200	$ 0.080	March 5, 2023
4,908,800		

Stock option transactions are summarized as follows:

	March 31, 2018		March 31, 2017	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of year	1,935,600	$ 0.09	650,000	$ 0.15
Granted	3,615,200	0.08	1,612,800	0.065
Exercised	(42,000)	0.065	(277,200)	0.065
Expired/cancelled	(600,000)	0.15	(50,000)	0.15
Balance, end of year	4,908,800	$ 0.10	1,935,600	$ 0.09
Options exercisable, end of year	4,908,800	$ 0.10	1,935,600	$ 0.09

d) Options – Stock-based compensation

During the year ended March 31, 2018, the Company granted 3,615,200 (2017 – 1,612,800) stock options with a fair value of $196,990 (2017 – $77,642) or $0.05 (2017 – $0.05) per option, 42,000 (2017 – 277,200) options were exercised and 600,000 (2017 – 50,000) expired which resulted the reversal of share-based payment reserve in contributed surplus against the deficit of $36,178 (2017 – $16,359). All options vest immediately on grant.

The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the noted years:

	2018	2017
Risk-free interest rate	1.53%	0.62%
Expected life of options	5.003	5.003
Annualized volatility	127.72%	100.00%
Dividend rate	-	-

FOR THE YEARS ENDED MARCH 31, 2018 and 2017 (Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES *(continued)*

e) Warrants

As at March 31, 2018, the Company had outstanding share purchase warrants, enabling the holders to acquire further shares as follows:

Number of Warrants	Exercise Price	Expiry Date
1,475,000	$0.15	March 23, 2019
13,000,000	$0.10	July 19, 2020(1)
1,365,000	$0.15	April 5, 2019
2,400,000	$0.15	May 1, 2019
37,280,478	$0.16	December 21, 2022
2,982,438(2)	$0.08	December 21, 2022
58,502,916		

(1) *Expiry date extended from July 19, 2018 – July 19, 2020 (see note 8(b))*
(2) *Each agent warrant is exercisable to acquire one December Unit at a price of $0.08 per unit for a period of five years.*

Share purchase warrant transactions were as follows:

	March 31, 2017			March 31, 2016		
	Number of Options		Weighted Average Exercise Price	Number of Options		Weighted Average Exercise Price
Balance, beginning of year	14,475,000	$	0.10	-	$	-
Granted	44,027,916	$	0.15	14,475,000	$	0.10
Exercised	-		-	-		-
Expired/cancelled	-		-	-		-
Balance, end of year	58,502,916	$	0.14	14,475,000	$	0.10
Warrants exercisable, end of year	**58,502,916**	**$**	**0.14**	**14,475,000**	**$**	**0.10**

9. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of mineral properties in Canada.

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions during the year ended March 31, 2018, include:

a) Issuing 2,982,438 agent warrants with a fair value of $179,516 as finders' compensation in relation to the Offering in December 2017.
b) Issuing 500,000 common shares valued at $37,500 pursuant to the Mikwam Option.

Significant non-cash transactions during the year ended March 31, 2017, include:

a) Issuing 2,000,000 common shares with a value of $150,000 pursuant to the Mikwam Option.
b) Issuing of 500,000 common shares valued at $72,500 pursuant to the Lipton Property Option Agreement.

There were no cash inflows or outflows relating to income taxes or interest for the years presented.

FOR THE YEARS ENDED MARCH 31, 2018 and 2017 (Expressed in Canadian Dollars)

11. INCOME TAXES

A reconciliation of current and deferred taxes at statutory rates with reported taxes follows:

	2018	2017
Income (loss) before income taxes	$ (1,899,513)	$ (604,452)
Income tax (recovery) expense	$ (499,000)	$ (157,000)
Changes in statutory tax rates and other	(42,000)	-
Permanent differences	55,000	20,000
Changes in unrecognized deductible temporary differences	319,000	154,000
Impact of flow-through shares	255,000	-
Changes in other	(88,000)	(17,000)
Income tax (expense) recovery	$ -	$ -

In September 2017, the British Columbia Government proposed changes to the general corporate income tax rate to increase the rate from 11% to 12% effective January 1, 2018 and onwards. This change in tax rate was substantially enacted on October 26, 2017. The relevant deferred tax balances have been remeasured to reflect the increase in the Company's combined Federal and Provincial general corporate income tax rate from 26% to 27%.

The unrecognized deductible temporary differences, unused tax losses and unused tax credits are as follows:

	2018	expiry dates	2017
Equipment	$ 4,000	no expiry date	$ 4,000
Mineral properties	154,000	not applicable	61,000
Allowable capital losses	804,000	no expiry date	804,000
Non-capital losses available for future periods	3,313,000	2026 to 2038	2,581,000
Other	304,000	2041	49,000

Tax attributes are subject to review and potential adjustment by tax authorities.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

The Company's financial instruments consist of cash and cash equivalents, receivables, and accounts payable and accrued liabilities. Cash and cash equivalents is measured at fair value based on Level 1 of the fair value hierarchy. The fair values of receivables and accounts payable and accrued liabilities approximate their book carrying values because of the short-term nature of these instruments.

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out by management under the direction and guidance of the Board of Directors. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

Credit risk - Credit risk is the risk of a financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligation. The Company's receivables consist primarily of tax receivables due from federal and provincial government agencies. The Company has no customers or trade receivables at March 31, 2018. The Company does not have a significant concentration of credit risk with any single counter-party. The Company's cash and cash equivalents is invested in short-term interest bearing accounts at major Canadian chartered banks. Because of these circumstances, the Company does not believe it has a material exposure to credit risk.

Interest rate risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company is not exposed to significant interest rate risk.

Liquidity risk - Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances, asset sales or a combination thereof.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at March 31, 2018, the Company had cash and cash equivalents totalling $2,442,365 (2017 – $508,959) to settle current liabilities of $343,909 (2017 – $228,921). Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at March 31, 2018 and 2017, the Company's accounts payable and accrued liabilities have contractual maturities of less than 60 days and are subject to normal trade terms.

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

13. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as equity, consisting of common shares, stock options and warrants.

The Company is dependent upon external financings to fund activities. In order to carry out any exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There were no changes in the Company's capital management strategy during the year ended March 31, 2018 compared to the previous year. The Company is not subject to externally imposed capital requirements.