

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED MARCH 31, 2018 AND 2017

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

NOTICE TO READER

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

Condensed Interim Consolidated Statements of Financial Position (Expressed in Thousands of Canadian Dollars) (Unaudited)

Current Assets Cash and cash equivalents Prepaid expenses and other receivables Inventories (Note 6) Non-Current Assets Investment in Asian Mineral Resources Limited (Note 4) Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8) Loan Payable (Note 10)			June 30 2017	
Cash and cash equivalents Prepaid expenses and other receivables Inventories (Note 6) Non-Current Assets Investment in Asian Mineral Resources Limited (Note 4) Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)				
Prepaid expenses and other receivables Inventories (Note 6) Non-Current Assets Investment in Asian Mineral Resources Limited (Note 4) Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)				
Inventories (Note 6) Non-Current Assets Investment in Asian Mineral Resources Limited (Note 4) Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)	\$	439	\$	138
Non-Current Assets Investment in Asian Mineral Resources Limited (Note 4) Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)		234		82
Investment in Asian Mineral Resources Limited (Note 4) Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)		57		58
Investment in Asian Mineral Resources Limited (Note 4) Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)		730		278
Deposits (Note 5) Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)				
Property, plant and equipment (Note 3) Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)		709		945
Mineral properties (Note 7) Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)		1,359		1,482
Liabilities Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)		4,036		4,707
Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)		4,865		4,948
Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)	\$	11,699	\$	12,360
Current Liabilities Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)				
Accounts payable and accrued liabilities (Note 11 and 14) Current portion of obligation under finance leases (Note 8)				
Current portion of obligation under finance leases (Note 8)	\$	884	\$	1,651
	Ψ	3	Ψ	9
Loan rayable (Note 10)		-		4,549
				1,010
		887		6,209
Non-Current Liabilities				
Long-term portion of finance leases (Note 8)		-		1
Convertible Loan (Note 10)		4,915		-
Decommissioning liability (Note 9)		914		908
		6,716		7,118
Shareholders' Equity				
Share capital (Note 12(a))		384,035		382,773
Contributed surplus		161,303		159,274
Accumulated other comprehensive gain		(169)		40
Deficit gain	((540,186)	(536,845)
		4,983		5,242
	\$	11,699	\$	12,360

Nature of Operations and Going Concern (Note 1) Commitments and Contingencies (Note 11)

Approved on behalf of the Board:

"Martyn Buttenshaw"	"Mark McCauley"
Director	Director

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

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss (Expressed in Thousands of Canadian Dollars) (Unaudited)

		Three Months Ended Mar 31,				Months d Mar 31,		
		2018		2017		2018		2017
Administrative Expenses	•		•	550			•	0.400
Office and administration (Note 13 and 14)	\$	650	\$	556	\$	2,054	\$	2,120
Depreciation (Note 3)		144		182		449		545
Accretion (Note 9)		(222)		(7.40)		(2.525)		(0.004)
Loss before other income, (expenses)		(802)		(743)		(2,525)		(2,681)
Other income (Expense)								
Interest income		-		12		12		26
Gain on sale of plant & equipment (Note 3)		-		-		170		9
Finance expense		(8)		(117)		(26)		(347)
Accretion Convertible Loan (Note 10)		(241)		-		(702)		-
Share Based Payments (Note 12 & 14)		(49)		-		(189)		-
Foreign exchange (loss)/gain		(14)		7		(81)		7
		(312)		(98)		(816)		(305)
Net Loss For The Period	\$	(1,114)	\$	(841)	\$	(3,341)	\$	(2,986)
Other Comprehensive Gain/(Loss)								
Items that will be reclassed subsequently into income:								
Foreign currency translation adjustment		15		219		27		(487)
Unrealized (loss)/gain on available-for-sale financial assets		(236)		-		(236)		-
		(221)		219		(209)		487
Total Comprehensive Gain/(Loss)	\$	(1,333)	\$	(622)	\$	(3,550)	\$	(2,412)
Loss per common share, basic and fully diluted	\$	(0.004)	\$	(0.003)	\$	(0.012)	\$	(0.013)
Weighted average number of shares outstanding	285	5,028,557	245	5,095,319	27	5,922,833	233	3,804,711

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

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Expressed in Thousands of Canadian Dollars) (Unaudited)

					Accumulated Other		
	Commor	ı Sh	ares	Contributed	Comprehensive		
	Number		Amount	Surplus	Gain (loss)	Deficit	Total
Balance, June 30, 2016	211,468,945	\$	381,027	\$ 159,058	\$ (253)	\$ (532,719)	\$ 7,113
Shares Issued	60,000,000		1,800	-	-	-	1,800
Foreign currency translation adjustment	-		-	-	487	-	487
Net Loss for the period	-		-	-	-	(2,986)	(2,986)
Balance, March 31, 2017	271,468,945	\$	382,827	\$ 159,058	\$ 234	\$ (535,705)	\$ 6,414
Balance, June 30, 2017	271,468,945		382,773	159,275	40	(536,845)	5,243
Shares Issued	18,330,833		1,262	-	-	_	1,262
Share Based Payments	-		-	189	-	-	189
Convertible Loan	-		-	1,839	-	-	1,839
Foreign currency translation adjustment	-		-	-	27	-	27
Net Loss for the period	-		-	-	-	(3,341)	(3,341)
Unrealised gain on available-for-sale financial assets	-		-	-	(236)	-	(236)
Balance, March 31, 2018	289,799,778	\$	384,035	\$ 161,303	\$ (169)	\$ (540,186)	\$ 4,983

Condensed Interim Consolidated Statements of Cash Flows (Expressed in Thousands of Canadian Dollars) (Unaudited)

For the Nine Months Ended March 31,	2018	2017
Cash and cash equivalents (used in) provided by:		
Operating Activities		
Operating Activities		
Cash paid to suppliers, employees and others	\$ (2,887)	\$ (2,392)
Interest Received	12	26
Cash flows from operating activities	(2,875)	(2,366
Investment Activities		
Payments for property, plant and equipment	-	
Payments for mineral properties	-	
Cash receipts from pre-production	-	
Cash flows from investing activities	-	
Financing Activities		
Proceeds from issue of share capital	1,262	1,800
Loan Proceeds	1,601	1,04
Proceeds from Disposal of Equipment	320	(
Finance Lease repayments	(7)	(26
Cash Flows from financing activities	3,176	2,824
Change in cash and cash equivalents during the period	301	458
Cash and cash equivalents, beginning of period	138	466
Cash and cash equivalents, end of period	\$ 439	\$ 924

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

1. Nature of Operations and Going Concern

Melior Resources Inc., (the "Corporation"), is a Canadian company focused on making strategic investments in, and developing, resource based opportunities offering capital appreciation potential.

The Corporation is incorporated under the laws of the province of British Columbia, Canada. The Corporation's principal place of business is 120 Adelaide Street West, Suite 2500, Toronto, Ontario, Canada.

These consolidated interim financial statements have been prepared under the assumption that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Corporation has incurred ongoing losses and had a cumulative deficit of \$540,186 as at March 31, 2018 (June 30, 2017 - \$536,845). The continuing operations of the Corporation are dependent upon its ability to continue to raise adequate financing, to commence profitable operations in the future, and repay its liabilities arising from normal business operations as they become due. These material uncertainties cast significant doubt upon the Corporation's ability to continue as a going concern.

As at March 31, 2018, Pala Investments Limited ("Pala") owned directly or indirectly 45.6% of the Corporation's issued and outstanding common shares.

2. Accounting Policies

Statement of Compliance

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

The policies applied in these condensed interim consolidated financial statements are based on IFRS issued and outstanding as of May 29, 2018, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended June 30, 2017. Any subsequent changes to IFRS that are given effect in the Corporation's annual financial statements for the year ending June 30, 2018 could result in restatement of these condensed interim financial statements.

New Standards Not Yet Adopted and Interpretations Issued But Not Yet Effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for annual periods commencing after January 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Corporation and have been excluded from the table below. The following have not yet been adopted and are being evaluated to determine their impact on the Corporation and the expected adoption date.

(i) IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 will be effective as at January 1, 2018 and will be adopted by the Corporation effective July 1, 2018. The Corporation is in the process of assessing the impact of this pronouncement.

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

3. Property, Plant and Equipment

Cost		Vehicles	E	Plant and quipment	Total
Balance, June 30, 2016 Foreign exchange	\$	193 6		7,071 232	\$ 7,264 238
Balance, June 30, 2017 Disposals Foreign exchange	\$	199 - (3)	\$	7,303 (421) (122)	\$ 7,502 (421) (125)
Balance, March 31, 2018	\$	196	\$	6,760	\$ 6,956
Accumulated Depreciation					
Balance, June 30, 2016 Depreciation Foreign exchange	\$	42 55 3	\$	2,022 598 75	\$ 2,064 653 78
Balance, June 30, 2017 Depreciation Disposals Foreign exchange	\$	100 26 - (2)	\$	2,695 424 (278) (46)	\$ 2,795 451 (278) (48)
Balance, March 31, 2018	\$	124	\$	2,795	\$ 2,920
Carrying Value					
At June 30, 2017 At March 31, 2018	\$ \$	99 72	\$ \$	4,608 3,964	4,707 4,036

4. Investment in Asian Mineral Resources Limited

On June 29, 2012, the Corporation completed a strategic investment in Asian Mineral Resources Limited ("AMR") by means of a private placement whereby it purchased 47,272,727 common shares of AMR (the "AMR Shares") at \$0.11 per AMR Share for total consideration of \$5,200 (the "Strategic Investment"). The common shares are recorded at fair value. The Corporation owns and controls, directly and indirectly, a total of 47,272,727 AMR Shares representing approximately 6% of the issued and outstanding AMR Shares on an undiluted basis.

5. Deposits

As at	2017	2017
Term Deposits - Ergon utility deposit Term Deposits - State of Queensland (Note 9)	\$ 50 1,269	\$ 151 1,290
Office lease deposit	40	41
	\$ 1,359	\$ 1,482

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

6. Inventories

As at	arch 31, 2018	June 30 2017
Supplies	\$ 57 \$	58

7. Mineral Properties

	Ма	arch 31, 2018	June 30, 2017
Opening balance Foreign exchange	\$	4,948 \$ (83)	4,800 148
Closing balance	\$	4,865 \$	4,948

The Goondicum ilmenite Project comprises two mining leases located in Central Queensland, Australia and is wholly-owned by Goondicum Resources. Goondicum Resources mined the deposit for a period of nine months between fiscal 2012 and 2013 before placing the mine on care and maintenance in June of 2013. Goondicum Resources commenced the upgrade and the necessary work to restart the Goondicum mine, in August 2014. Goondicum Resources commenced mineral commissioning of the upgraded Goondicum mine processing facility in April 2015.

In August of 2015 the Corporation suspended operations at its Goondicum operations due to unfavourable movements in the ilmenite market. Consequently, the Corporation undertook an impairment test on the cash generating unit being the plant, property and equipment and mineral properties. For the impairment test, a value in use model ("VIU") was used to determine the recoverable amount as this was expected to be higher than sale value less costs of disposal.

The key assumptions and estimates used in determining the VIU were calculated using discounted after-tax cash flows based on cash flow projections in the Corporation's current life of mine plans. These projected cash flows were based on the latest expectation of future ilmenite prices, future capital expenditures, production costs estimates, discount rates and exchange rates. VIU was determined by calculating the net present value ("NPV") of the future cash flows expected to be generated by the mine. The key assumptions used by the Corporation for impairment testing are: ilmenite price per tonne US\$192-US\$216 (2016 - US\$102-US\$160); discount rate of 20% (2016 - 20%); life of mine years of 9 (2016 - 9). For the year ended June 30, 2017, impairment charges totalled \$nil (2016 - \$10,615). A 10% decrease in the price of forecasted ilmenite holding all other assumptions constant would result in a decrease in fair value of plant and equipment and mineral properties of \$10,300 (2016 - \$7,500).

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

8. Obligation Under Finance Leases

As at	March 31, 2018	June 30 2017
Obligation under finance leases Less: Current portion	\$ 3 \$ (3)	10 (9)
Long-term portion	\$ - \$	1

9. Decommissioning Liability

For the Corporation, asset retirement obligations primarily relate to the dismantling of the Goondicum Ilmenite Project. The estimate of future site removal and restoration costs depends on the development of environmentally acceptable mine closure plans. A summary of the changes in the provision for reclamation liabilities is set out below.

		June 30, 2017	
Opening balance Accretion Foreign exchange	\$	908 \$ 22 (16)	853 29 26
Closing balance	\$	914 \$	908

The mine closure provision liability is based upon numerous estimates and assumptions, as follows:

- (a) Total undiscounted amount of future retirement costs was determined to be \$1,269;
- (b) Weighted average risk-free interest rate at 3.25%; and
- (c) The \$1,269 undiscounted provision is expected to be fully disbursed in fiscal 2029.

The Corporation has posted rehabilitation deposits totalling \$1,269 with the State of Queensland as security for the Corporation's obligation under the mine closure plan.

10. Convertible Loan

On August 17, 2015, the Corporation entered into a US\$5,000 loan facility agreement with Pala Investments Limited, bearing interest at 10% per annum, a term of 365 days from the first draw down, and subject to a commitment fee equal to 2% of the unused portion of the loan facility, calculated daily. The Corporation paid Pala an arrangement fee of US\$100, upon the initial draw down against the loan facility. The Loan facility is secured by the assets of the Corporation.

On July 18, 2016, the Corporation announced that it had reached an agreement with Pala to extend the expiry and repayment date of the Pala Facility from August 28, 2016 to October 31, 2017. Based on the terms of the extension, as at 28th July 2016 an additional US\$475 remained available to be drawn down by Melior prior to the expiry of the loan on October 31, 2017.

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

10. Convertible Loan (Continued)

On November 16, 2016, the Corporation entered into an amending agreement with Pala to extend the expiry and repayment date of the Pala Facility from October 31, 2017 to October 31, 2022. As at November 16, 2016, a total of US\$3,000 had been drawn down under the Pala Facility, including an additional US\$300 received on November 10, 2016. Based on the terms of the amendment, as at November 16, 2016 no further advances are available, and any interest payable is now payable on the settlement of the facility. The maturity date of the facility was amended to October 31, 2022; however, Pala may demand settlement within five business days at any time on or after October 24, 2017.

On July 7, 2017, the Corporation reached an agreement with Pala Investments Limited to amend the terms of the secured loan. Under the terms of the extension, an additional US\$1,240 was available for immediate draw down by Melior and the date on which Pala may demand settlement within five business days was changed to any time on or after June 23, 2019.

Balance, June 30, 2017	\$ 4,549
Net Draw downs on facility	1,529
Interest	8
Equity Component	(1,839)
Accretion	702
Foreign exchange	(34)
Balance, March 31, 2018	\$ 4,915

The loan is convertible, in whole or part, at the option of Pala any time after July 6, 2017 and prior to the fifth Business Day after the earlier of (i) 5 years from July 7, 2017 and (ii) the repayment in full of the principle balance of the loan and any accrued and unpaid interest. The Loan is convertible to equity at a conversion price of \$0.052 per share from July 6, 2017 to July 6, 2018 and following July 6, 2018, the greater of \$0.10 and the conversion price as adjusted for any share consolidation.

The Corporation used the residual value method to allocate the principal amount of the convertible loan between the liability and equity components. The Corporation valued the debt component of the loan by calculating the present value of the principal and interest payment, discounted at a rate of 15%, being management's best estimate of the rate that a non-convertible loan with similar terms would bear. The equity conversion feature of the loan comprises the value of the conversion option, being the difference between the principal value of the loan and the liability element calculated above. Based on this calculation, the liability component is \$4,090 (\$4,056 net of transaction costs) and the residual equity component is \$1,839. Accretion charges attributable to the convertible loan for the Nine Months Ended March 31, 2018, were \$702 (Nine Months Ended March 31, 2017 – nil). These amounts area added to the liability component on the statements of financial position and is included in convertible loan accretion expense on the statements of operations and comprehensive loss.

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

11. Commitments and Contingencies

There are currently two separate entities that have contractual entitlements to receive royalties based on the gross income of Goondicum Resources derived from all mineral sales from tenements. The total of these royalties is 1.2375% of gross income. A third entity holds the right to receive a gross income royalty of 1.0125% of gross income derived from tenements on all minerals except ilmenite and apatite.

Goondicum Resources pays the state government a royalty of 5% of the revenue for all ilmenite sales and approximately \$A0.80/tonne for all phosphate rock sales. Included in accounts payable and accrued liabilities is A\$457 (\$448) (June 30, 2017 - A\$457 (\$456)) pertaining to production royalties.

A separate entity is also entitled to a success fee of A\$419 (\$410) if gross revenues of Goondicum Resources exceed A\$23,000 (\$22,542) in any rolling 12-month period.

Make Whole Amount

On November 16, 2016, the Corporation entered into a secured loan agreement with Pala, which included an obligation to pay Pala a Make Whole Amount of US\$2,000 in the event of the occurrence of certain liquidity events. The liquidity events include:

- i. a direct or indirect sale of 25% or more of the shares of Goondicum or Melior Australia or interests in or assets comprising 25% or more of the fair market value of the Goondicum Property and Assets, including in each case through transactions involving one or more holding companies
- ii. the acquisition of 50% or more of the voting shares of the Borrower by a person other than the Lender or its Affiliates

12. Share Capital

(a) Authorized

Unlimited preferred shares without par value Unlimited common shares without par value

Issued

	Number of Common Shares	Stated Value	
Balance, June 30,2016	211,468,945	\$ 381,027	
Issued during the period	60,000,000	1,746	
Balance, March 31, 2017	271,468,945	\$ 382,773	
Balance, June 30,2017	271,468,945	\$ 381,027	
Issued during the period	18,330,833	1,262	
Balance, June 30, 2017 and March 31, 2018	289,799,778	\$ \$384,035	

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

12. Share Capital (continued)

(b) Stock Options

As at March 31, 2018, 19,436,895 common shares remain available for grant under the plan. Under the plan, the exercise price of each option equals the market price of the Corporation's common shares on the date of grant or the price determined by the Board of Directors, not being less than the market price, and an option's maximum term is ten years. Options are granted upon approval by the Board of Directors.

	Number of Stock Options	Weighted Average Exercise Price		
Balance, June 30, 2017	1,710,000	\$	0.17	
Issued during the period	11,500,000	\$	0.06	
Balance, March 31, 2017	13,210,000	\$	0.07	
Balance, June 30, 2017	13,210,000	\$	0.07	
Stock options exercised during the period	(2,083,334)	\$	0.06	
Stock options expired during the period	(3,710,000)	\$	0.11	
Balance, March 31, 2018	7,416,667	\$	0.06	

As at March 31, 2018 the Corporation had the following stock options outstanding and exercisable:

Expiry Date	Number of Options Exercisable	Weighted Average Number of Options Outstanding	Remaining Contractual Life (years)	Exercise Price	
Feb. 10, 2020	1,083,333	7,416,667	1.87	\$ 0.06	

In February 2017, the Company granted 11,500,000 stock options to directors and senior executives of the Company at an exercise price of \$0.06. The options expire in 3 years from grant, with one third vesting in 6 months, one third in 18 months and one third in 30 months. A fair value of \$549,660 was determined using the Black-Scholes option pricing model. The following assumptions were used: risk-free interest rate -0.92%; expected volatility 176% (which is based on historical volatility of the Company's share price; dividend yield - nil; expected life - 3 years; and share price - \$0.055.

On January 10, 2018, the Company announced that Mr. Martyn Buttenshaw, Chairman, and Mr. Mark McCauley, Chief Executive, had exercised options to purchase in total 2,083,334 common shares in the capital of the Company at an exercise price of \$0.06 per common share at a total cost of \$125,000.

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

13. General and Administrative

		Three Months Ended March 31,			Nine Months Ended March 31,		
		2018	2017		2018	2017	
Salaries and benefits	\$	209	177	\$	733	634	
Professional fees		53	88		98	414	
Directors fees		14	11		52	11	
General and office		171	46		513	236	
Process Technology		-	28		49	222	
Travel		37	21		114	47	
Filing and regulatory fees		12	7		33	13	
Environmental compliance		49	54		137	196	
Insurance		30	44		87	90	
Utilities and fuel		66	68		176	218	
Repairs and maintenance		9	12		62	39	
	\$	650	556		2,054	2,120	

14. Related Party Transactions and Balances

Remuneration of key management personnel of the Corporation was as follows:

		Three Months Ended March 31,		Nine Mont Marc	
	2018	2017		2018	2017
Salaries and benefits \$	108	119	\$	461	349
Director Fees	14	11		52	11

The Corporation and Goondicum Resources have entered into an Advisory Services Agreement (ASA) with Pala Investments Limited (a significant shareholder) (Pala) to provide the Corporation with consultancy support in evaluating potential capital investments and Goondicum Resources with support advisory services. The ASA was suspended indefinitely on January 1, 2017 and during the Nine Months Ended March 31, 2017 the Corporation incurred no consultancy fees (Nine Months Ended March 31, 2017 - US\$50), under the terms of the Advisory Services Agreement, included in office and administration expenses.

The Corporation entered into a secured convertible loan agreement with Pala and the details of this loan are set out in note 10.

Notes to Condensed Interim Consolidated Financial Statements Nine Months Ended March 31, 2018 and 2017 (Expressed in Thousands of Canadian Dollars) (Unaudited)

15. Segmented Information

The Corporation operates in one segment and has one head office segment - the exploration and development of mineral properties, which are located in Australia. Identifiable assets are:

March 31, 2018	C	Canada		Australia		Total
Property, plant and equipment	\$	-	\$	4,036	\$	4,036
Mineral properties Corporate and other assets		974		4,865 1,824		4,865 2,798
Total assets	\$	974	\$	10,725	\$	11,699
Net loss for the Nine Months Ended March 31, 2018	\$	(264)	\$	(3,077)	\$	(3,341)

March 31, 2017	Canada		Australia		Total		
Property, plant and equipment Mineral properties	\$	-	\$	4,736 5,041	\$	4,736 5,041	
Corporate and other assets		1,788		1,803		3,591	_
Total assets	\$	1,788	\$	11,580	\$	13,368	
Net loss for the Nine Months Ended March 31, 2017	\$	(859)	\$	(2,127)	\$	(2,986)	

16. Subsequent Events

On April 10, 2018, the Company announced that it had completed and executed the previously announced US\$5 million loan agreement and 600,000 tonne, six-year ilmenite off-take agreement with Hainan Wensheng High Tech Materials Co. Ltd a leading Chinese producer of zircon, ilmenite and rutile products. In conjunction with this, the Company also executed the previously announced US\$7.25 million restart debt facility with Pala Investments Limited.

On April 19, 2018, the Company announced the restart of the Goondicum Mine following the closing of its US\$5 million loan agreement with Hainan Wensheng High Tech Materials Co. Ltd. and its subsequent receipt of the first US\$2.5 million drawdown pursuant thereof, in addition to the closing of the previously announced US\$7.25 million debt facility with Pala Investments Limited.