

**MEDALLION RESOURCES LTD.**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2017**

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

## INDEPENDENT AUDITORS' REPORT

To the Shareholders of  
Medallion Resources Ltd.

We have audited the accompanying consolidated financial statements of Medallion Resources Ltd., which comprise the consolidated statements of financial position as at March 31, 2017 and 2016, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficit), and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Consolidated Financial Statements*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements present fairly, in all material respects, the financial position of Medallion Resources Ltd. as at March 31, 2017 and 2016 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 2 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Medallion Resources Ltd.'s ability to continue as a going concern.

**“DAVIDSON & COMPANY LLP”**

Vancouver, Canada

Chartered Professional Accountants

July 6, 2017

**MEDALLION RESOURCES LTD.  
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	<b>March 31, 2017</b>	<b>March 31, 2016</b>
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 46,108	\$ 1,777
Other Receivables	7,320	5,088
Prepaid Expenses	20,000	24,500
<b>Total Current Assets</b>	73,428	31,365
<b>Equipment (Note 6)</b>	-	290
<b>Total Assets</b>	\$ 73,428	\$ 31,655
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts Payable and Accrued Liabilities	\$ 40,589	\$ 60,410
Due to Related Parties (Note 7)	480,442	325,763
Promissory Note Payable (Note 7)	51,500	40,000
<b>Total Liabilities</b>	572,531	426,173
<b>SHAREHOLDERS' EQUITY (DEFICIT)</b>		
<b>Share Capital (Note 8)</b>	17,530,630	17,376,935
<b>Warrants</b>	334,854	326,787
<b>Contributed Surplus</b>	2,654,645	2,439,629
<b>Deficit</b>	(21,019,232)	(20,537,869)
<b>Total Shareholders' Equity (Deficit)</b>	(499,103)	(394,518)
<b>Total Liabilities and Shareholders' Equity (Deficit)</b>	\$ 73,428	\$ 31,655

**Corporate Information and Nature of Operations (Note 1)**

**Basis of Preparation (Note 2)**

**Commitments (Note 9)**

**Approved on behalf of the Board:**

*/s/ Donald M. Lay*

Donald M. Lay – Director

*/s/ Andrew Morden*

Andrew Morden – Director

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

**MEDALLION RESOURCES LTD.**  
**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**For the Year Ended March 31**

	<u>2017</u>	<u>2016</u>
<b>Expenses</b>		
Consulting Fees (Note 7)	\$ 59,721	\$ 187,009
Depreciation (Note 6)	290	238
Investor Relations	35,216	125,323
Management Fees (Note 7)	151,148	223,199
Office and General	56,996	50,182
Professional Fees (Note 7)	40,905	65,159
Project Investigation (Note 5)	21,278	22,074
Rent (Note 7)	13,860	13,860
Share-based Compensation (Note 8)	76,778	8,793
Transfer Agent and Filing Fees	25,171	28,246
	<u>(481,363)</u>	<u>(724,083)</u>
<b>Other Items</b>		
Write off of Mineral Properties (Note 4)	-	(3,623)
	<u>\$ (481,363)</u>	<u>\$ (727,706)</u>
<b>Net Loss and Comprehensive Loss for the Year</b>		
	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Loss per Common Share – Basic and Diluted		
	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Weighted Average Number of Common Shares Outstanding – Basic and Diluted	<u>80,234,720</u>	<u>69,281,321</u>

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

**MEDALLION RESOURCES LTD.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**  
**For the Years March 31, 2016 and 2017**

	<b>Number of Common Shares</b>	<b>Amount</b>	<b>Warrants</b>	<b>Contributed Surplus</b>	<b>Deficit</b>	<b>Total Shareholders' Equity (Deficit)</b>
<b>Balance – March 31, 2015</b>	59,865,266	\$ 16,995,497	\$ 168,458	\$ 2,430,836	\$ (19,810,163)	\$ (215,372)
Shares issued on:						
Private placement (Note 8)	6,500,000	237,226	87,774	-	-	325,000
Private placement (Note 8)	7,500,000	157,123	67,877	-	-	225,000
Finders' units issued (Note 8)	40,000	1,460	540	-	-	2,000
Finders' warrants (Note 8)	-	(2,138)	2,138	-	-	-
Share issuance costs	-	(12,233)	-	-	-	(12,233)
Share-based compensation	-	-	-	8,793	-	8,793
Net loss for the year	-	-	-	-	(727,706)	(727,706)
<b>Balance – March 31, 2016</b>	73,905,266	17,376,935	326,787	2,439,629	(20,537,869)	(394,518)
Shares issued on:						
Private placement (Note 8)	10,000,000	157,695	142,305	-	-	300,000
Finders' units (Note 8)	186,667	3,300	2,300	-	-	5,600
Finders' warrants (Note 8)	-	-	1,700	-	-	1,700
Share issuance costs	-	(7,300)	-	-	-	(7,300)
Share-based compensation	-	-	-	76,778	-	76,778
Expiry of warrants	-	-	(138,238)	138,238	-	-
Net loss for the year	-	-	-	-	(481,363)	(481,363)
<b>Balance – March 31, 2017</b>	84,091,933	\$ 17,530,630	\$ 334,854	\$ 2,654,645	(21,019,232)	\$ (499,103)

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

**MEDALLION RESOURCES LTD.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Year Ended March 31**

	<b>2017</b>	<b>2016</b>
<b>Cash Flow Provided By (Used in)</b>		
<b>Operating Activities</b>		
Net loss for the year	\$ (481,363)	\$ (727,706)
Adjusted for items not involving cash:		
Depreciation	290	238
Share-based Compensation	76,778	8,793
Write-off of Mineral Properties	-	3,623
Net change in non-cash working capital items:		
Other Receivables	(2,232)	1,069
Prepaid Expenses	4,500	917
Accounts Payable and Accrued Liabilities	(19,821)	344
Due to Related Parties	154,679	130,170
	(267,169)	(582,552)
<b>Investing Activities</b>		
Mineral Properties	-	(3,623)
	-	(3,623)
<b>Financing Activities</b>		
Issuance of Share Capital and Warrants	300,000	550,000
Share Issuance Costs	-	(10,233)
Promissory Note	11,500	40,000
	311,500	579,767
<b>Increase (decrease) in Cash</b>	44,331	(6,408)
<b>Cash, Beginning of the year</b>	1,777	8,185
<b>Cash, End of the year</b>	\$ 46,108	\$ 1,777
<b>Supplementary Cash-flow Information:</b>		
Interest Paid	\$ -	\$ 246
Income Taxes Paid	\$ -	\$ -
<b>Non-Cash Investing and Financing Activities:</b>		
Shares Issued for Mineral Property Acquisition	\$ -	\$ -
Issuance of Finders' Warrants	\$ 1,700	\$ 2,138
Issuance of Finders' Units	\$ 5,600	\$ 2,000

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

## **NOTE 1 – CORPORATE INFORMATION AND NATURE OF OPERATIONS**

Medallion Resources Ltd. (the “Company”) was incorporated on December 8, 1989, under the Business Corporations Act (British Columbia).

The Company has historically been in the business of the acquisition and exploration of mineral properties. The Company’s operations consisted generally of mineral exploration and evaluation of new property acquisitions. This included acquiring mineral properties, evaluating the merits of these properties using various techniques such as sampling, trenching and geophysical and geochemical methods as well as drilling.

More recently, the Company has been increasingly and primarily focused on a rare earth element business strategy involving the mineral monazite, which is available as a by-product mineral from large heavy-mineral-sands mining operations, and it is seeking monazite processing partnerships by which to process and produce rare earth elements from monazite. The Company is testing a variety of samples, which have been submitted by heavy-mineral-sands producers, to locate suitable quantities and qualities of monazite feedstock. This testing could lead to monazite purchase agreements to potentially provide feedstock for a planned rare earth element processing plant. Since no monazite purchase contracts or definitive processing plant financing and development agreements are in place at this time, all expenses associated with this strategy are being written off in the Company’s consolidated statement of loss and comprehensive loss.

The Company’s registered office is Suite 1160 – 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

## **NOTE 2 – BASIS OF PREPARATION**

### **Statement of Compliance**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at their fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These consolidated financial statements were authorized for issue by the Board of Directors on July 6, 2017.

### **Basis of Measurement**

These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company’s functional currency.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Significant estimates and assumptions include those related to the valuation allowance on deferred income taxes and share-based compensation valuations. Actual results could differ from these estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

### **Principles of Consolidation**

These consolidated financial statements include the accounts of the Company and its wholly owned inactive subsidiary Medallion Resources (USA) Inc. All intercompany transactions and balances have been eliminated on consolidation.

**NOTE 2 – BASIS OF PREPARATION (continued)**

**Continuance of Operations**

These consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company has not generated revenue from operations. The Company incurred a net loss of \$481,363 for the year ended March 31, 2017 and as of that date the Company's accumulated deficit was \$21,019,232. The Company does not generate any cashflow from operations to fund its future activities and has relied principally upon the issuance of securities to fund its operating and administrative expenditures.

The Company requires additional capital to fund its future business development programs as well as for administrative purposes. There is material uncertainty about whether the Company will be able to obtain additional capital. If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these consolidated financial statements.

The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

**NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES**

**Foreign Currency Translation**

These consolidated financial statements are presented in Canadian dollars, which is the Company and its subsidiary's functional currency. Foreign currency accounts are translated into Canadian dollars as follows:

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into Canadian dollars by the use of the exchange rate in effect at that date. At the period-end date, unsettled monetary assets and liabilities are translated into Canadian dollars by using the exchange rate in effect at the period-end date and the related translation differences are recognized in net loss.

Foreign denominated monetary assets and liabilities are translated to their Canadian-dollar equivalents using foreign exchange rates that prevailed at the statement of financial position date. Non-monetary items that are measured at historical cost are translated into Canadian dollars by using the exchange rate in effect at the date of the initial transaction are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined and the related translation differences are recognized in net loss or other comprehensive loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

**Cash and Cash Equivalents**

Cash equivalents consist of highly liquid investments with maturities of three months or less when acquired which are readily convertible into cash. As at March 31, 2017 the Company did not hold any cash equivalents.

**NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Equipment**

Equipment is initially recorded at cost. The Company depreciates the cost of equipment over their estimated useful lives at the following annual rates using the declining balance method:

Computer equipment	45%
--------------------	-----

Residual values and useful economic lives are reviewed at least annually, and adjusted if appropriate, at each reporting date. Subsequent expenditures relating to an item of equipment are capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditures are recognized as repairs and maintenance expenses during the period in which they are incurred. Gains and losses on disposal of equipment are determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized within other income in the statement of loss and comprehensive loss.

**Mineral Properties**

i) Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

ii) Exploration and Evaluation Expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as material used, geological and geophysical surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

The Company may occasionally enter into farm-out or option agreements, whereby the Company will transfer part of a mineral interest, as consideration for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee or optionee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess proceeds accounted for as gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of loss and comprehensive loss. The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs and value in use.

Once the technical feasibility and commercial viability of extracting the mineral resources has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues in connection with exploration activities are applied as a reduction to capitalized exploration costs.

**NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Impairment of Non-Financial Assets**

At each reporting period the carrying amounts of the Company's non-financial assets, other than exploration and evaluation assets, are reviewed for indicators of impairment. If indicators exist, the recoverable amount of the asset is estimated. Exploration and evaluation assets are assessed for impairment when they are reclassified to property and equipment and if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

For purposes of assessing impairment, exploration and evaluation assets and property and equipment are grouped into cash generating units ("CGU") defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The Company has used geographical proximity, geological similarities, analysis of shared infrastructure, commodity type, assessment of exposure to market risks and materiality to define its CGUs.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in net loss. The recoverable amount is the greater of the value in use or fair value less costs to sell. Fair value is the amount the asset could be sold for in an arm's length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. Fair value less costs to sell considers the continued development of a property and market transactions in a valuation model.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in net loss. The recovery is limited to the original carrying amount less depreciation, if any, that would have been recorded had the asset not been impaired.

**Government Assistance**

Government assistance relates to the recovery of a portion of eligible expenditures from various government authorities and is recorded in the period in which it is received.

**Rehabilitation Provision**

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mineral property. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

The Company has only performed preliminary exploratory work on its mineral properties, and has not incurred significant rehabilitation provisions in the current year or prior years.

**Financial Instruments**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

**NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Financial Instruments (continued)**

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

i) Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

*Fair Value Through Profit or Loss*

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 group 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. Cash is classified as fair value through profit and loss.

*Loans and Receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest rate method, less any impairment losses.

*Held-to-Maturity Investments*

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 Investments*

Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories.

Available-for-sale investments are recognized at fair value and are subsequently carried at fair value. Gains or losses arising from changes in fair value are recognized in other comprehensive loss. Available-for-sale investments are classified as current except if they are expected to be realized beyond twelve months of the statement of financial position date, where they are classified as non-current.

ii) Financial Liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred. These liabilities are initially recognized on the trade date at fair value when the Company becomes a party to the contractual provisions of the instrument and are subsequently carried at amortized cost using the effective interest rate method. The liabilities are derecognized when the Company's contractual obligations are discharged or cancelled or they expire. Accounts payable and accrued liabilities, due to related parties and promissory note payable are classified as other financial liabilities.

**Impairment of Financial Assets**

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

**NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Share Capital**

*Unit Offerings*

The Company has adopted the relative fair value method with respect to the measurement of shares and warrants issued as equity units. The relative fair value method requires an allocation of the net proceeds received based on the pro rata relative fair values of the components. If and when the warrants are ultimately exercised, the applicable amounts are transferred from warrants to share capital. If the warrants expire unexercised, the applicable amount is transferred to contributed surplus.

The Company has a choice as to whether to recognize the modification of warrants with an adjustment within equity between warrants and contributed surplus or to make no adjustment. The Company has elected to not make an adjustment within equity when the terms of warrants previously issued for proceeds are amended.

**Loss Per Share**

Basic income (loss) per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted income (loss) per share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

Basic and diluted loss per share are the same in these consolidated financial statements as the inclusion of common share equivalents would be anti-dilutive.

**Share-based Compensation**

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with no vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no adjustment for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

**Income Taxes**

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

---

**NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)**

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

**New Accounting Standards**

The Company adopted certain new accounting standards and amendments during the year ended March 31, 2017, none of which had a material impact on the Company's financial statements.

**Future Accounting Pronouncements**

IFRS 9, Financial Instruments ("IFRS 9"), addresses the classification, measurement and derecognition of financial assets and financial liabilities and introduces new rules for hedge accounting. The new standard states that an entity choosing to measure a liability at fair value will present the portion of the change in its fair value due to changes in the entity's own credit risk in the other comprehensive income or loss section of the entity's statement of comprehensive loss, rather than within profit or loss. Additionally, IFRS 9 includes revised guidance related to derecognition of financial instruments. IFRS 9 applies to financial statements for annual periods beginning on or after January 1, 2018, with early adoption permitted.

IFRS 15 Revenue from Contracts with Customers ("IFRS 15") supersedes IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC 31 Revenue - Barter Transactions involving Advertising Services. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

IFRS 16 Leases ("IFRS 16") specifies how an issuer will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less, or the underlying asset has an insignificant value. IFRS 16 was issued in January 2016 and applies to annual reporting periods beginning on or after January 1, 2019.

The Company is currently evaluating the impact of all the new standards on its consolidated financial statements.

**NOTE 4 – MINERAL PROPERTIES**

	<u>Red Wine Property</u>
Balance at March 31, 2015	\$ -
Claims maintenance	3,623
Impairment	<u>(3,623)</u>
Balance at March 31, 2016 and 2017	<u>\$ -</u>

Red Wine Property, Labrador

On April 10, 2010, the Company signed a letter agreement with Polaris Capital Ltd. (the "vendor"), a private corporation, to acquire a 100% interest in four mineral licenses comprising the Red Wine rare earth mineral property located in the province of Newfoundland and Labrador. The letter agreement was amended to include three additional mineral licenses which were staked by the vendor and to make certain other minor changes to the letter agreement. As a result, the Company was acquiring a 100% interest in a total of seven mineral claims in Labrador, Canada. Of these seven mineral claims, five were subsequently abandoned by the Company leaving two claims covering a total of 525 hectares.

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

---

**NOTE 4 – MINERAL PROPERTIES (continued)**

Prior to February 26, 2016, the date by which the Company was required to make a cash payment of \$50,000 and issue 100,000 common shares to the vendor and to incur expenditures of \$50,000 on the property, the Company decided to abandon the final two claims in which it had an interest and thereby gave up its contractual rights in respect of the Red Wine Property.

**NOTE 5 – PROJECT INVESTIGATION**

Details of project investigation costs in connection with the Company's efforts to finance, develop and construct monazite processing facilities are as follows. These costs support the Company's current strategy of focusing on the purchase of the mineral monazite and the search for monazite processing partnerships by which to process and produce rare-earth elements:

	<b>March 31,</b>	
	<b>2017</b>	<b>2016</b>
Consulting	\$ 21,048	\$ 21,954
Other	230	120
	<u>\$ 21,278</u>	<u>\$ 22,074</u>

**NOTE 6 – EQUIPMENT**

Net book value of computer equipment is as follows:

	<b>Computer Equipment</b>
<b>Cost</b>	
Balance – March 31, 2015	\$ 11,430
Additions	-
Balance – March 31, 2016	<u>11,430</u>
Additions	-
Balance – March 31, 2017	<u><u>\$ 11,430</u></u>
<b>Accumulated Depreciation</b>	
Balance – March 31, 2015	\$ 10,902
Depreciation for the year	238
Balance – March 31, 2016	<u>11,140</u>
Depreciation for the year	290
Balance – March 31, 2017	<u><u>\$ 11,430</u></u>
<b>Carrying Amount</b>	
Balance – March 31, 2015	<u>\$ 528</u>
Balance – March 31, 2016	<u>\$ 290</u>
Balance – March 31, 2017	<u><u>\$ -</u></u>

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

---

**NOTE 7 – RELATED PARTY TRANSACTIONS**

Related party transactions not disclosed elsewhere in these statements are as follows:

- a) During the year ended March 31, 2017, \$144,000 (2016 - \$144,000) was charged by a private company controlled by the Chief Executive Officer (the “CEO”) of the Company for management and consulting fees. At March 31, 2017, \$308,753 (March 31, 2016 - \$178,552) was owed to this company.
- b) During the year ended March 31, 2017, the Company incurred \$19,044 (2016 - \$53,134) of legal fees to a law firm in which a director of the Company was a principal. At March 31, 2017, \$33,000 (March 31, 2016 - \$33,698) was owed to this firm.
- c) During the year ended March 31, 2017, \$Nil (2016 - \$72,000) was charged by a private company controlled by the former Chief Technical Advisor of the Company for management fees. At March 31, 2017, \$79,380 (March 31, 2016 - \$79,380) was owed to this company.
- d) During the year ended March 31, 2017, the Company paid \$13,860 (2016 – \$13,860) in rent in connection with an office sub-lease the Company entered into with a company owned by a director (see Note 9). At March 31, 2017, \$23,521 (March 31, 2016 - \$11,007) was owed to this company.
- e) During the year ended March 31, 2017, the Company incurred \$39,540 (2016 - \$50,100) of consulting fees to the Chief Financial Officer (the “CFO”) of the Company and a company owned by the CFO of the Company. At March 31, 2017, a total of \$35,789 (March 31, 2016 – \$23,126) was owed to the CFO and the company owned by the CFO.
- f) During the year ended March 31, 2017, the Company borrowed a total of \$11,500 from a company owned by a director at an interest rate of prime plus 3.00%, in addition to \$40,000 that had previously been borrowed. As at March 31, 2017, a principal amount of \$51,500 plus interest of \$3,588 (included in accounts payable and accrued liabilities) was outstanding.
- g) During the year ended March 31, 2017, a total of 3,175,000 stock options with an exercise price of \$0.05 and an expiry date of December 21, 2021 were granted to officers and directors of the Company. These options had a fair value of \$64,319 and vested and were exercisable immediately.

**NOTE 8 – SHARE CAPITAL**

Authorized share capital consists of an unlimited number of common shares without par value.

- a) On April 30, 2015 the Company completed a private placement financing consisting of 6,500,000 units at \$0.05 per unit for gross proceeds of \$325,000. Each unit consisted of one common share and one half of one common share purchase warrant, with each whole warrant exercisable to acquire one common share at a price of \$0.20 for a period of 3 years from the closing date. Cash proceeds from the private placement were allocated as \$237,226 and \$87,774, respectively, to the common shares and warrants issued in the private placement based on their relative fair values at the closing date of the private placement. The Company paid a total of \$1,452 in cash finders’ fees, issued a total of 40,000 finders’ units (value of \$2,000) having the same terms as the placement units and issued 69,040 finders’ warrants each exercisable to acquire a common share at a price of \$0.05 per share for a period of 2 years from closing. In accordance with the Company’s accounting policy in regards to unit bifurcation, the Company calculated the relative fair value of the unit warrants with the use of the Black-Scholes option pricing model with the following assumptions: term of 3 years, dividend yield of 0%, expected volatility of 111% and a risk free interest rate of 0.69%. Furthermore, the Company calculated the fair value of the finders’ warrants with use of the Black-Scholes option pricing model with the following assumptions: term of 2 years, dividend yield of 0%, expected volatility of 179% and a risk free interest rate of 0.71%. In addition to the cash finders’ fees paid, \$4,421 of share issue costs were incurred in connection with this private placement.

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

---

**NOTE 8 – SHARE CAPITAL (continued)**

- b) On October 15, 2015 the Company completed a private placement financing consisting of 7,500,000 units at \$0.03 per unit for gross proceeds of \$225,000. Each unit consisted of one common share and one common share purchase warrant, with each warrant exercisable to acquire one common share at a price of \$0.20 with an expiry date of May 1, 2018. Cash proceeds from the private placement were allocated as \$157,123 and \$67,877, respectively, to the common shares and warrants issued in the private placement based on their relative fair values at the closing date of the private placement. The Company incurred a total of \$360 in cash finders' fees. In accordance with the Company's accounting policy in regards to unit bifurcation, the Company calculated the relative fair value of the unit warrants with the use of the Black-Scholes option pricing model with the following assumptions: term of 3 years, dividend yield of 0%, expected volatility of 131% and a risk free interest rate of 0.55%. In addition to the cash finders' fees paid, \$4,000 of share issue costs were incurred in connection with this private placement.
- c) On August 15 and September 15, 2016 the Company completed a private placement financing consisting of 10,000,000 units at \$0.03 per unit for gross proceeds of \$300,000. Each unit consisted of one common share and one common share purchase warrant, with each warrant exercisable to acquire one common share for 5 years at an initial exercise price of \$0.05 for 30 months and an exercise price of \$0.10 thereafter. Cash proceeds from the private placement were allocated as \$157,695 and \$142,305, respectively, to the common shares and warrants issued in the private placement based on their relative fair values at the closing date of the private placement. The Company issued a total of 186,667 finders' units (value of \$5,600) having the same terms as the placement units and issued 80,000 finders' warrants each exercisable to acquire a common share at a price of \$0.05 per share for a period of 2 years from closing. In accordance with the Company's accounting policy in regards to unit bifurcation, the Company calculated the relative fair value of the unit warrants with the use of the Black-Scholes option pricing model with the following assumptions: term of 5 years, dividend yield of 0%, expected volatility of 158% and a risk free interest rate of 0.54%. In addition, the Company calculated the relative fair value of the finders' warrants with use of the Black-Scholes option pricing model with the following assumptions: term of 2 years, dividend yield of 0%, expected volatility of 168% and a risk free interest rate of 0.54%.

**Warrants**

A summary of the changes in the Company's warrants is presented below:

	Number of Warrants	Weighted Average Exercise Price
Balance – March 31, 2015	5,294,205	\$ 0.24
Issued	10,839,040	0.20
Balance – March 31, 2016	16,133,245	0.21
Issued	10,266,667	0.05
Expired	(2,794,205)	0.28
Balance – March 31, 2017	23,605,707	\$ 0.13

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

**NOTE 8 – SHARE CAPITAL (continued)**

As of March 31, 2017, the following warrants were outstanding:

Expiry Date	Number of Warrants Outstanding	Exercise Price
May 1, 2017	** 69,040	\$ 0.05
December 9, 2017	1,500,000	0.20
January 12, 2018	1,000,000	0.20
May 1, 2018	10,770,000	0.20
August 15, 2018	80,000	0.05
August 15, 2021	8,552,000	0.05
September 15, 2021	1,634,667	0.05
	23,605,707	\$ 0.13

\*\* These warrants expired subsequent to March 31, 2017

**Stock Options**

The Board of Directors is authorized, pursuant to the Company's Stock Option Plan, to grant options to directors, officers, consultants or employees to acquire up to 10% of the issued and outstanding common shares at the time of grant. The exercise price for a stock option must not be less than the market price of the Company's common shares at the time the option is granted, less applicable discounts permitted by the TSX Venture Exchange. Stock options granted under this plan are exercisable over a period not exceeding five years.

- a) On August 31, 2015, a total of 550,000 stock options with an exercise price of \$0.05 were granted to three consultants to the Company with an expiry date of August 31, 2020. These options vested and were exercisable immediately, resulting in total share-based compensation of \$7,499.
- b) During the year ended March 31, 2016, a total of 2,635,000 stock options with exercise prices ranging from \$0.15 to \$0.50 expired.
- c) During the year ended March 31, 2017, 500,000 stock options with exercise prices ranging from \$0.06 to \$0.23 expired.
- d) On December 7, 2016, a total of 3,790,000 stock options with an exercise price of \$0.05 were granted to officers, directors and consultants to the Company with an expiry date of December 7, 2021. These options vested and were exercisable immediately, resulting in total share-based compensation of \$76,778.

The Company used the following assumptions to determine the fair value of stock options granted with use of the Black-Scholes option pricing model:

	2017	2016
Risk-free interest rate	0.99%	0.48%
Expected share price volatility	132%	284%
Expected option life in years	5	2.50
Dividend yield	Nil%	Nil%

The fair value of options granted during the year ended March 31, 2017 was \$0.02 per option.

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

---

**NOTE 8 – SHARE CAPITAL (continued)**

A summary of the changes in the Company's stock options is presented below:

	Number of Stock Options	Weighted Average Exercise Price
Balance – March 31, 2015	5,545,000	\$ 0.24
Granted	550,000	0.05
Expired	(2,635,000)	0.38
Balance – March 31, 2016	3,460,000	0.10
Granted	3,790,000	0.05
Expired	(500,000)	0.16
Balance – March 31, 2017 – Outstanding	6,750,000	\$ 0.07
Balance – March 31, 2017 – Exercisable	6,750,000	\$ 0.07

As of March 31, 2017, the following options were outstanding:

Expiry Date	Number of Options Outstanding	Exercise Price
June 3, 2018	200,000	\$ 0.21
September 25, 2018	60,000	0.41
January 8, 2019	220,000	0.20
June 6, 2019	100,000	0.15
July 8, 2019	215,000	0.15
March 2, 2020	1,615,000	0.06
August 31, 2020	550,000	0.05
December 7, 2021	3,790,000	0.05
	6,750,000	\$ 0.07

**NOTE 9 – COMMITMENTS**

The Company has entered into a sub-lease with a company owned by a director for office premises which has been renewed for an additional year to March 31, 2018 with monthly rent of \$1,325. The following is a summary of the future lease commitments:

Fiscal 2018	\$ 15,900
-------------	-----------

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

**NOTE 10 – FINANCIAL INSTRUMENTS**

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. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The following table sets forth the levels in the fair value hierarchy in which the Company’s financial assets and liabilities are measured and recognized in the consolidated statement of financial position. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance, March 31, 2017
Cash	\$ 46,108	-	-	\$46,108

The fair value of the Company’s accounts payable and accrued liabilities, due to related parties and promissory note payable approximates their carrying values due to the short-term nature of these instruments. The Company’s financial instruments are exposed to certain financial risks including credit risk, liquidity risk, and commodity-price risk.

a) Credit risk

The Company’s cash is held in a major Canadian financial institution. The Company does not have any significant exposure to credit risk.

b) 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 manages liquidity risk through the management of its capital structure. Accounts payable and accrued liabilities are due within the current operating period.

c) Commodity price risk

The ability of the Company to develop its business and the future profitability of the Company are directly related to the market price of several commodities. The Company has not hedged any potential future commodity sales. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

d) Sensitivity analysis

The Company has, for accounting purposes, designated its cash as held-for-trading, which are measured at fair value. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities which are measured at amortized cost. As at March 31, 2017, the carrying and fair value amounts of the Company’s financial instruments are the same.

Based on management’s knowledge and experience of the financial markets, management does not believe that the Company’s current financial instruments will be affected significantly by interest rate risk, foreign currency risk and price risk. The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk. Commodity price risk could, however, affect the Company. In particular, the Company’s future profitability and viability of development depends upon world markets for natural resources. As of March 31, 2017, the Company was not a producing entity. As a result, commodity price risk could affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken.

**MEDALLION RESOURCES LTD.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**March 31, 2017**

**NOTE 11 – INCOME TAXES**

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2017	2016
Loss for the year	\$ (481,363)	\$ (727,706)
Expected income tax (recovery)	\$ (125,000)	\$ (189,000)
Change in statutory, foreign tax, foreign exchange rates and other	(1,000)	22,000
Permanent difference	21,000	3,000
Change in unrecognized deductible temporary differences	106,000	164,000
Total income tax expense (recovery)	\$ -	\$ -
Current income tax	\$ -	\$ -
Deferred tax recovery	\$ -	\$ -

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	2017	2016
Deferred tax assets (liabilities)		
Mineral properties	\$ 1,314,000	\$ 1,314,000
Equipment	3,000	3,000
Share issue costs	7,000	13,000
Allowable capital losses	17,000	17,000
Non-capital losses available for future periods	2,267,000	2,164,000
	3,617,000	3,511,000
Unrecognized deferred tax assets	(3,617,000)	(3,511,000)
Net deferred tax assets	\$ -	\$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2017	Expiry Date Range	2016	Expiry Date Range
Temporary differences				
Mineral properties	\$ 5,055,000	No expiry date	\$ 5,055,000	No expiry date
Equipment	12,000	No expiry date	12,000	No expiry date
Share issue costs	28,000	2038 to 2040	49,000	2037 to 2040
Allowable capital losses	65,000	No expiry date	65,000	No expiry date
Non-capital losses available for future periods	8,753,000	2027 to 2037	8,324,000	2027 to 2036

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

**NOTE 12 – MANAGEMENT OF CAPITAL**

The Company manages its cash, common shares, stock options and warrants as capital (Note 8). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may look to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing business development efforts, the Company does not currently pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments issued by a major Canadian chartered bank.

There has been no change in the Company's management of capital risk during the year ended March 31, 2017.